

APPLIED MATERIALS INC /DE
Form 4
July 11, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Moghadam Farhad

2. Issuer Name and Ticker or Trading Symbol
APPLIED MATERIALS INC /DE
[AMAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/09/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

C/O APPLIED MATERIALS, INC., PO BOX 58039, 3050 BOWERS AVE, M/S 2023

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

SANTA CLARA, CA 95054

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	07/09/2007		M		60,000 A \$ 16.28	330,242 ⁽¹⁾	D
Common Stock	07/09/2007		S		60,000 D \$ 20.2	270,242 ⁽¹⁾	D
Common Stock	07/09/2007		M		40,000 A \$ 16.28	310,242 ⁽¹⁾	D
Common Stock	07/09/2007		S		40,000 D \$ 20.2	270,242 ⁽¹⁾	D
	07/09/2007		M		40,000 A	310,242 ⁽¹⁾	D

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Common Stock						\$ 16.28			
Common Stock	07/09/2007	S	40,000	D	\$ 20.3	270,242 ⁽¹⁾	D		
Common Stock	07/09/2007	M	15,739	A	\$ 17.39	285,981 ⁽¹⁾	D		
Common Stock	07/09/2007	S	15,739	D	\$ 20.3	270,242 ⁽¹⁾	D		
Common Stock						2,500	I		See footnote ⁽²⁾
Common Stock						12,773.124	I		By the 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.28	07/09/2007		M	60,000	⁽³⁾	10/19/2008	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 16.28	07/09/2007		M	80,000	07/15/2006	10/19/2008	Common Stock	80,000
Employee Stock	\$ 17.39	07/09/2007		M	15,739	⁽⁴⁾	07/11/2010	Common Stock	15,739

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moghadam Farhad C/O APPLIED MATERIALS, INC. PO BOX 58039, 3050 BOWERS AVE, M/S 2023 SANTA CLARA, CA 95054			Senior Vice President	

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

07/11/2007

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Number of shares includes 262,500 performance shares (or restricted stock units) previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock immediately upon vesting, which vesting is scheduled to

- (1) occur as follows: 37,500 performance shares are scheduled to vest in three equal annual installments beginning 8/31/07; and, provided specified performance goals are achieved, 225,000 performance shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/07 (all vesting is subject to continued employment).
- (2) Shares are held in accounts for Mr. Moghadam's sons, for which Mr. Moghadam's wife is the custodian. Mr. Moghadam disclaims beneficial ownership of these shares.
- (3) 30,000 shares became exercisable on each of 7/15/03 and 7/15/04.
- (4) 30,000 shares became exercisable on each of 7/15/05 and 7/15/06.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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