

APPLIED MATERIALS INC /DE

Form 4

September 11, 2014

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Salehpour Ali

(Last) (First) (Middle)

C/O APPLIED MATERIALS,  
INC., P.O. BOX 58039, 3050  
BOWERS AV, M/S 1268

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/09/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Sr. VP, GM AGS & Growth Mkts

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

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	Price	
Common Stock	09/09/2014		A		120,000 (1)	\$ 0	435,815 (2) D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

# Edgar Filing: APPLIED MATERIALS INC /DE - Form 4

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Salehpour Ali  
C/O APPLIED MATERIALS, INC.  
P.O. BOX 58039, 3050 BOWERS AV, M/S 1268  
SANTA CLARA, CA 95054

Sr. VP, GM AGS & Growth Mrkts

## Signatures

/s/ To-Anh Nguyen,  
Attorney-in-Fact

09/11/2014

\_\_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).

(1) Represents performance shares that will be converted on a one-for-one basis into shares of Applied Materials, Inc. ("Applied") common stock upon vesting, which vesting depends on the achievement of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur no earlier than in four equal annual installments (subject to accelerated vesting as to 30% of the unvested shares as of three trading days prior to the closing of the transactions contemplated in connection with the business combination agreement, dated September 24, 2013, between Applied and Tokyo Electron Limited, as amended, and Mr. Salehpour's continued employment and being a "disqualified individual" under IRS Code Section 4985 through the accelerated vest date).

(2) Increased number of shares reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares includes 286,500 performance shares previously reported that in the future will be converted on a one-for-one basis into shares of Applied common stock upon vesting, which vesting will be scheduled to occur as follows: (a) 136,500 shares are scheduled to vest in equal installments during each December of 2014 through 2016; and (b) provided specified performance goals are achieved, 150,000 shares will be scheduled to vest as to 50% of the shares in December 2014 and as to 25% of the shares in each December of 2015 and 2016, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on the achievement of specified performance goals (all vesting is subject to continued employment through each applicable vesting date). Notwithstanding the foregoing, vesting of shares that is scheduled to occur in calendar year 2014 will accelerate as of the date that is three trading days prior to the expected date of consummation of the transactions contemplated in connection with the business combination agreement, dated September 24, 2013, between Applied and Tokyo Electron Limited, as amended (subject to Mr. Salehpour's continued employment and being a "disqualified individual" under IRS Code Section 4985 through the accelerated vest date).

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

## Edgar Filing: APPLIED MATERIALS INC /DE - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.