

APPLIED MATERIALS INC /DE  
Form DEFA14A  
February 21, 2006

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. \_\_ )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by §14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material §240.14a-11(c) or §240.14a-12

**Applied Materials, Inc.**

(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

No Fee Required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing party:

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(4) Date filed:

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To: All Employees  
From: Mike Splinter  
Subject: 2006 Proxy Materials  
Date: February 21, 2006

In connection with our March 22, 2006 Annual Meeting of Stockholders, the company's 2005 Annual Report, 2005 Form 10-K and 2006 Proxy Statement are now available to you electronically. Continuing the practice of prior years, we produced a 10-K wrap a shorter version of the Annual Report bound together with the Form 10-K into a single document. You may view and/or print these documents by visiting the company's Web site.

I urge you to carefully read the company's 2006 Proxy Statement. This year we are asking our stockholders to elect nine directors and to ratify the appointment of KPMG LLP as Applied Materials' independent registered public accounting firm for FY06.

In light of retirement guidelines established by our Board of Directors, Herbert M. Dwight, Jr., Paul R. Low and Dan Maydan will be stepping down from the Board at the meeting. We would like to express our appreciation and gratitude for the significant and valuable contributions each has made to Applied Materials over his many years of service. We also would like to acknowledge Dr. Maydan's leadership. During his 25-year career at the company, Dr. Maydan contributed to building Applied Materials and was a key part of some of the company's most important products. He has provided many lasting contributions to both the company and the global semiconductor industry.

If you are an Applied Materials stockholder who owns shares (1) through the Applied Materials Employee Savings and Retirement Plan (the 401(k) plan); (2) through the Applied Materials Employees' Stock Purchase Plan with UBS Financial Services; or (3) as a registered holder, you will receive instructions by e-mail in the next few days on how to vote for each account in which you hold shares. Please note that if you vote over the Internet, there may be nominal costs associated with electronic access, such as usage charges from telephone companies and Internet access providers.

Additional information about the company's practice of delivering proxy materials electronically, which helps conserve natural resources and reduces printing costs and postage fees, is available by visiting Inside Applied online. If you prefer to receive hard copies of the company's 2005 Annual Report on Form 10-K or 2006 Proxy Statement, please contact Greg Friedman in Investor Relations in Santa Clara at ext. 56743.