

APPLIED MATERIALS INC /DE
Form 4
December 23, 2014

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

OMB APPROVAL

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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 *
SPLINTER MICHAEL R

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)
12/19/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

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

(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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	12/19/2014		A		402,500 (1)	A	\$ 0 2,479,937	D	
Common Stock	12/19/2014		F		553,764 (2)	D	\$ 24.89 1,926,173 (3)	D	
Common Stock							294.734 (4)	I	By The 401(k) Plan
Common Stock							300,000	I	Revocable Trust

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Applied common stock upon vesting, which vesting is scheduled to occur in installments in December 2015 and 2016; (b) 32,700 performance units that will be converted on a one-for-one basis into shares of Applied common stock upon vesting, which vesting is scheduled to occur in December 2015; and (c) 69,900 shares of restricted stock that are scheduled to vest in December 2015.

Notwithstanding the foregoing, vesting of all shares will accelerate upon the earliest of: (a) three trading days prior to the expected closing date of the business combination between Applied and Tokyo Electron Limited, subject to Mr. Splinter's continued employment and being a "disqualified individual" under IRS Code Section 4985 through the accelerated vest date, (b) Mr. Splinter's remaining employed with Applied through March 31, 2015, (c) Applied's termination of his employment without cause, and (d) his termination of his employment for good reason. All vesting is subject to continued employment through each applicable vest date.

(4) Increased number of shares reflects dividend reinvestment under the 401(k) Plan that is exempt under Rule 16b-3.

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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