APPLIED MATERIALS INC/DE

Form 4 June 16, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of KIFER RON	Reporting Person	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 C/O APPLIED MA' INC., P.O. BOX 580 BOWERS AV, M/S	TERIALS, 039, 3050	3. Date of Earliest Transaction (Month/Day/Year) 06/12/2008	Director 10% Owner X Officer (give title Other (specify below) Group VP & CIO			
SANTA CLARA, C	,	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State	e) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

		1401	CI MON D	CIIVALIVE	occur i	iics ricqu	irea, Disposea of	, or beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	` '	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)		Beneficially Owned	Form: Direct (D) or	Beneficial Ownership	
		(Wollan Bay) Tear)	(Instr. 0)				Following	Indirect (I)	(Instr. 4)
					(A)		Reported Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	06/12/2008		M	10,000	A	\$ 17.62	188,441 (1)	D	
Common Stock	06/12/2008		S	10,000	D	\$ 19.4	178,441 (1)	D	
Common Stock	06/12/2008		S	4,191	D	\$ 19.4	174,250 (1)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17.62	06/12/2008		M	10,000	(2)	05/01/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIFER RON C/O APPLIED MATERIALS, INC. P.O. BOX 58039, 3050 BOWERS AV, M/S 2023 SANTA CLARA, CA 95054

Group VP & CIO

Signatures

/s/ Charmaine Mesina,

Attorney-in-Fact 06/16/2008

**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 174,250 performance shares (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 upon vesting, which vesting is scheduled to occur as follows: 48,000 performance shares are scheduled to vest in two equal annual installments beginning 8/31/08; 67,500 performance shares are

- (1) 40,000 performance shares are scheduled to vest in two equal annual installments beginning 8/31/08; 8,750 performance shares are scheduled to vest in two equal annual installments beginning 5/1/09; and 50,000 performance shares are scheduled to vest in four equal annual installments beginning 8/31/08 (all vesting is subject to continued employment).
- (2) 50,000 shares became exercisable on each of 5/1/07 and 5/1/08; and 50,000 shares to become exercisable on each of 5/1/09 and 5/1/10, subject to continued employment.

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

Reporting Owners 2

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