Nalamasu Omkaram
Form 4
December 10, 2018

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 *
Nalamasu Omkaram

(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)
12/06/2018

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 below) _____ Other (specify below)
Senior VP, CTO

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	(A) or (D)	Price			
Common Stock	12/06/2018		A		30,731 (1)	A	$ 0	375,792 (2)	D	
Common Stock	12/06/2018		A		30,731 (3)	A	$ 0	406,523 (4)	D	

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

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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. 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 Owne Follo Repo 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
Nalamasu Omkaram C/O APPLIED MATERIALS, INC. P.O. BOX 58039 3050 BOWERS AV, M/S 1268 SANTA CLARA, CA 95054			Senior VP, CTO	

Signatures

/s/ To-Anh Nguyen, Attorney-in-Fact	12/10/2018
**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 common stock upon vesting, which vesting is scheduled to occur on December 19, 2021, depending on the achievement of specified performance goals and continued employment through the vest date. The number of shares shown is the target amount, and the actual number of shares that may vest ranges from 0% to 200% of the target amount, depending on the achievement of specified performance goals.

(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.

(3) Represents restricted stock units that will be converted on a one-for-one basis into shares of Applied Materials common stock upon vesting, which vesting is scheduled to occur in three equal annual installments beginning December 19, 2019, depending on continued employment through each applicable vest date.

(4) Number of shares includes 199,119 performance shares and restricted stock units previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials common stock upon vesting, which vesting is scheduled to occur as follows: (a) 96,481 performance shares are scheduled to vest in installments in December of 2018 and 2019, (b) 37,376 performance shares are scheduled to vest in December 2019, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 200% of the target amount, depending on achievement of specified performance goals, (c) 24,918 restricted stock units are scheduled to vest in installments in December of 2018 and 2019, (d) 20,172 restricted stock units are scheduled to vest in installments in

December of 2018 through 2020, depending on achievement of a specified performance goal, and (e) 20,172 performance shares are scheduled to vest in December 2020, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 200% of the target amount, depending on achievement of specified performance goals (all vesting is subject to continued employment through each applicable 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.
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