

APPLIED MATERIALS INC /DE

Form 4

July 18, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Moghadam Farhad

(Last) (First) (Middle)

C/O APPLIED MATERIALS,
INC., PO BOX 58039, 3050
BOWERS AVE, M/S 2023

(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)
07/16/2007

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)
Senior Vice President

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	07/16/2007		M		60,000	A	\$ 14.57	330,242 ⁽¹⁾	D	
Common Stock	07/16/2007		S		60,000	D	\$ 20.6	270,242 ⁽¹⁾	D	
Common Stock	07/17/2007		M		40,000	A	\$ 15.07	310,242 ⁽¹⁾	D	
Common Stock	07/17/2007		S		40,000	D	\$ 20.95	270,242 ⁽¹⁾	D	
	07/17/2007		M		20,000	A		290,242 ⁽¹⁾	D	

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Common Stock						\$ 16.12			
Common Stock	07/17/2007	S	20,000	D		\$ 21.41	270,242 ⁽¹⁾	D	
Common Stock	07/17/2007	M	20,000	A		\$ 16.12	290,242 ⁽¹⁾	D	
Common Stock	07/17/2007	S	20,000	D		\$ 21.5	270,242 ⁽¹⁾	D	
Common Stock	07/17/2007	M	22,500	A		\$ 16.12	292,742 ⁽¹⁾	D	
Common Stock	07/17/2007	S	22,500	D		\$ 21.75	270,242 ⁽¹⁾	D	
Common Stock	07/17/2007	M	25,000	A		\$ 19.2	295,242 ⁽¹⁾	D	
Common Stock	07/17/2007	S	25,000	D		\$ 22.05	270,242 ⁽¹⁾	D	
Common Stock							2,500	I	See Footnote ⁽²⁾
Common Stock							12,773.124	I	By the 401(k) Plan

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

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SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 14.57	07/16/2007		M			60,000	07/15/2007	12/11/2009	Common Stock	60,000

(right to
buy)Employee
Stock

Option	\$ 15.07	07/17/2007	M	40,000	07/15/2007	11/19/2009	Common Stock	40,000
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Employee
Stock

Option	\$ 16.12	07/17/2007	M	20,000	(3)	11/03/2011	Common Stock	20,000
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Employee
Stock

Option	\$ 16.12	07/17/2007	M	20,000	(3)	11/03/2011	Common Stock	20,000
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Employee
Stock

Option	\$ 16.12	07/17/2007	M	22,500	(3)	11/03/2011	Common Stock	22,500
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Employee
Stock

Option	\$ 19.2	07/17/2007	M	25,000	(4)	12/13/2012	Common Stock	25,000
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Moghadam Farhad
C/O APPLIED MATERIALS, INC.
PO BOX 58039, 3050 BOWERS AVE, M/S 2023
SANTA CLARA, CA 95054

Senior Vice President

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

07/18/2007

**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).

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Number of shares includes 262,500 performance shares (or 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 immediately upon vesting, which vesting is scheduled to occur as follows: 37,500 performance shares are scheduled to vest in three equal annual installments beginning 8/31/07; and, provided specified performance goals are achieved, 225,000 performance shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/07 (all vesting is subject to continued employment).

- (1) Shares are held in accounts for Mr. Moghadam's sons, for which Mr. Moghadam's wife is the custodian. Mr. Moghadam disclaims beneficial ownership of these shares.
- (2) 62,500 shares became exercisable on each of 7/15/05, 7/15/06 and 7/15/07; and 62,500 shares become exercisable on 7/15/08 (subject to continued employment).
- (3) 50,000 shares became exercisable on 8/31/06 and 50,000 shares become exercisable on each of 8/31/07, 8/31/08 and 8/31/09 (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.

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