

Durn Daniel
Form 4
December 10, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Durn Daniel

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President & CFO

(Street)
SANTA CLARA, CA 95052-8039

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) (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 or Disposed of (A) or (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 Ownership (Instr. 4)
Common Stock	12/04/2018		G	V 140 D \$ 0	242,122 ⁽¹⁾	D	
Common Stock	12/06/2018		A	58,014 ⁽²⁾ A \$ 0	300,136 ⁽¹⁾	D	
Common Stock	12/06/2018		A	58,014 ⁽³⁾ A \$ 0	358,150 ⁽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
information contained in this form are not**

SEC 1474
(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. 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V	(A)	(D)		Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Durn Daniel
C/O APPLIED MATERIALS, INC.
3050 BOWERS AV, M/S 1268, P.O BOX 58039
SANTA CLARA, CA 95052-8039

Senior Vice President & CFO

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) Number of shares includes 224,529 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) 37,260 restricted stock units are scheduled to vest in installments in February of 2019 and 2020; notwithstanding the foregoing, if Mr. Durn's employment is terminated without cause prior to February 1, 2020, any unvested portion of the award shall immediately be fully vested upon such termination, (b) 33,535 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) 22,356 restricted stock units are scheduled to vest in installments in December of 2018 and 2019, (d) 29,235 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 the achievement of specified performance goals, (e) 29,235 restricted stock units are scheduled to vest in installments in December of 2018 through 2020, depending on the achievement of a specified performance goal; and (f) 72,908 restricted stock units are scheduled to vest in three equal annual installments beginning November 2019 (all vesting is subject to continued employment through each applicable vesting date).

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- 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)

- 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.
- (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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