

APPLIED MATERIALS INC /DE
Form 4
October 22, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN JAMES C

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)
02/25/2009

____ Director
____ Officer (give title below) Other (specify below)
Chairman Emeritus

C/O APPLIED MATERIALS, INC., P.O. BOX 58039, 3050 BOWERS AV, M/S 2023

(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 (A) or (D) Price | | | |
| Common Stock | 02/25/2009 | | G | V 136,388 D \$ 0 | 2,251,762 ⁽¹⁾ | D | |
| Common Stock | 02/25/2009 | | G | V 136,388 A \$ 0 | 136,388 | I | Rebecca Morgan 2009 GRAT #1 |
| Common Stock | 02/25/2009 | | G | V 136,388 D \$ 0 | 2,115,374 | D | |
| Common Stock | 02/25/2009 | | G | V 136,388 A \$ 0 | 136,388 | I | Rebecca |

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| | | | | | | | | | |
|-----------------|------------|---|---|---------|---|------|-----------|---|--------------------------------------|
| Stock | | | | | | | | | Morgan 2009 GRAT #2 |
| Common Stock | 02/25/2009 | G | V | 136,388 | D | \$ 0 | 1,978,986 | D | |
| Common Stock | 02/25/2009 | G | V | 136,388 | A | \$ 0 | 136,388 | I | Rebecca Morgan 2009 GRAT #3 |
| Common Stock | 02/25/2009 | G | V | 136,388 | D | \$ 0 | 1,842,598 | D | |
| Common Stock | 02/25/2009 | G | V | 136,388 | A | \$ 0 | 136,388 | I | Rebecca Morgan 2009 GRAT #4 |
| Common Stock | 02/25/2009 | G | V | 136,388 | D | \$ 0 | 1,706,210 | D | |
| Common Stock | 02/25/2009 | G | V | 136,388 | A | \$ 0 | 136,388 | I | Jim Morgan 2009 GRAT #1 |
| Common Stock | 02/25/2009 | G | V | 136,388 | D | \$ 0 | 1,569,822 | D | |
| Common Stock | 02/25/2009 | G | V | 136,388 | A | \$ 0 | 136,388 | I | Jim Morgan 2009 GRAT #2 |
| Common Stock | 02/25/2009 | G | V | 136,388 | D | \$ 0 | 1,433,434 | D | |
| Common Stock | 02/25/2009 | G | V | 136,388 | A | \$ 0 | 136,388 | I | Jim Morgan 2009 GRAT #3 |
| Common Stock | 02/25/2009 | G | V | 136,388 | D | \$ 0 | 1,297,046 | D | |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chairman Emeritus

Signatures

/s/ Charmaine Mesina,
 Attorney-in-Fact

10/22/2009

__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) Increased number of shares reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3.

Remarks:

Form 1 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.