

APPLIED MATERIALS INC /DE  
Form DEFA14A  
February 28, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

(Amendment No. )

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Applied Materials, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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.. Fee paid previously with preliminary materials:

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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February 28, 2007

**VIA FACSIMILE**

Institutional Shareholder Services

U.S. Research

2099 Gaither Road, Suite 501

Rockville, MD 20850-4045

Attention: Ms. Valerie Ho

**Re: Applied Materials, Inc. Amended and Restated Employee Stock Incentive Plan**

Ladies and Gentlemen:

We are writing regarding the proposal to amend and restate the Applied Materials, Inc. Employee Stock Incentive Plan (the Plan ) as described in our Proxy Statement dated February 14, 2007. Specifically, one of the proposed changes to the Plan, as set forth in Item 2 (6) of the Proxy Statement, would give Applied Materials, Inc. ( Applied ) the authority to implement an award transfer program that would permit Plan participants to transfer vested stock options granted under the Plan to financial institutions or other third parties. As we discussed, this letter will confirm that if Applied implements such an award transfer program, Applied will do so only after it has submitted the principal terms and conditions of the program to stockholders for approval and such approval has been obtained.

If you have additional questions or concerns, please contact me. Thank you.

Sincerely,

/s/ Joseph J. Sweeney

Joseph J. Sweeney

Senior Vice President,

General Counsel and

Corporate Secretary