

ROELANDTS WILLEM P

Form 4

March 10, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
ROELANDTS WILLEM P2. 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 580393. Date of Earliest Transaction
(Month/Day/Year)
03/08/2011☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(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)
Common Stock	03/08/2011		A	12,666 (1)	A \$ 0 80,055 (2) (3)	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
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor 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

ROELANDTS WILLEM P
C/O APPLIED MATERIALS, INC.
3050 BOWERS AV, M/S 1268 P.O. BOX 58039
SANTA CLARA, CA 95054

X

Signatures

/s/ Charmaine Mesina,
Attorney-in Fact

03/10/2011

__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 automatic annual grant of performance shares (restricted stock units) to non-employee member of the Board of Directors (the "Board") pursuant to the Applied Materials, Inc. Employee Stock Incentive Plan. These performance shares will be converted on a one-for-one basis into shares of Applied Materials, Inc. ("Applied") common stock upon vesting, which vesting is scheduled to occur in four equal annual installments beginning 3/1/2012 (subject to continued service as a director through each vest date).

(2) Number of shares includes: (a) 10,845 performance shares that previously vested and which, pursuant to Mr. Roelandts' election, will be converted to shares of Applied common stock and paid to him on the date of his termination of service from the Applied Board; and (b) 25,551 performance shares (restricted stock units) previously reported, of which (i) 14,705 shares will be converted in the future on a one-for-one basis into shares of Applied common stock upon vesting, which vesting is scheduled to occur as follows: (1) 2,500 shares are scheduled to vest in October 2011 and (2) 12,205 shares are scheduled to vest during each March of 2012 through 2014; and (Continued in Footnote 3)

(3) (ii) 10,846 shares are scheduled to vest in installments during each March of 2012 and 2013 and which, pursuant to Mr. Roelandts' election, will be converted to shares of Applied common stock and paid to him on the date of his termination of service from the Applied Board (all vesting is subject to continued service as a director through each 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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