

APPLIED MATERIALS INC /DE

Form 4/A

December 07, 2012

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 *
ROGERS JAMES E

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)
03/06/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
SANTA CLARA, CA 95054

4. If Amendment, Date Original
 Filed(Month/Day/Year)
03/08/2012

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ 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 (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	03/06/2012		A	Amount 16,659 (1)	Price \$ 0 (2)	D	

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

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 information contained in this form are not
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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)**

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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

ROGERS JAMES E
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

12/07/2012

__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).

Represents automatic annual grant of restricted stock units to non-employee member of the Board of Directors (the "Board") pursuant to the Applied Materials, Inc. ("Applied") Employee Stock Incentive Plan. These restricted stock units are scheduled to vest on March 1,

- (1) 2013 (subject to continued service as a director through the vest date). Pursuant to Mr. Rogers' election to defer, any units that vest from this grant will be converted on a one-for-one basis into shares of Applied common stock and paid to him on the date of his termination of service from the Applied Board.

Number of shares has been increased in this amended Form 4 to reflect the fact that 115,174.137 shares (not 114,289 shares) should have been reported as held by Mr. Rogers on his Form 4 filed March 8, 2012. The additional 885.137 shares were acquired by Mr. Rogers before March 6, 2012 pursuant to a broker-administered dividend reinvestment program but were not reported prior to that date. Number of shares includes 55,630 restricted stock units previously reported, of which (a) 27,570 units have vested and which, pursuant to Mr.

- (2) Rogers' election to defer, will be converted on a one-for-one basis into shares of Applied common stock and paid to him on the date of his termination of service from the Applied Board, (b) 5,000 units 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 in April 2012, and (c) 23,060 units are scheduled to vest in installments during each March of 2013 through 2015 and which, pursuant to Mr. Rogers' election to defer, will be converted on a one-for-one basis into 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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