FORM 4

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

Washington, D.C. 20549

l	OMB APPRO	VAL
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l	hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SPLINTER MICHAEL R</u>									ker or Trac ERIAL		NC /DE	(Che	Relationship of Reportir (Check all applicable)     X Director			on(s) to Iss 10% O				
(Last) (First) (Middle) C/O APPLIED MATERIALS, INC. 3050 BOWERS AVE., M/S 2023, PO BOX 58039						3. Date of Earliest Transaction (Month/Day/Year) 12/13/2005									X Officer (give title Other (specify below)  President and CEO					
(Street) SANTA CLARA CA 95054					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Line)     X Form filed by One Reporting Pe Form filed by More than One Reperson				on	
(City) (State) (Zip)						Person														
		Ta	able I - No	n-De	rivati	ve S	ecuritie	s Ad	cquired,	Dis	posed o	f, or Be	nefic	ially	Owned					
Date				insactio		2A. Deeme Execution if any (Month/Da	Code (		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a						6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
							Code	ode V Amount		(A) (D)	Price		Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Common Stock															1,79	2(1)		D		
Common Stock															300,0	000			Revocable Trust	
Common Stock															250.1	51 <sup>(2)</sup>		I	By the 401(k) Plan	
Performance Shares (or Restricted Stock Units) <sup>(3)</sup>					/13/20	05			A		50,000	(4) A		\$0 50,000		00	D			
			Table II -								osed of, convertib				wned					
1. Title of Derivative Security (Instr. 3)	Title of 2. 3. Transaction AA. Deemed Execution Date Execution Date if any		ate, Transactio				e s I (A) sed str.	6. Date Ex Expiration (Month/Da	Date	)	7. Title a of Secur Underlyi Derivativ (Instr. 3 a	ities ng e Secu		8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitic Benefici Owned Followin Reporte	ve es ially ng d	10. Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership t (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amo or Num of Sh			Transac (Instr. 4)				
Employee Stock Option (right to buy)	\$19.2	12/13/2005			A		900,000		08/31/200	<sub>5</sub> (5)	12/13/2012	Commor Stock	900			900,0	000 D			

## **Explanation of Responses:**

- 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.
- 2. Increased number of shares reflects periodic payroll acquisitions under 401(k) Plan that are exempt under Rule 16b-3.
- 3. The performance shares will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock immediately upon vesting.
- 4. The performance shares are scheduled to vest in four equal annual installments beginning 8/31/06 (assuming continued employment).
- $5. \ Shares \ become \ exercisable \ in four \ equal \ annual \ installments \ beginning \ 8/31/06 \ (assuming \ continued \ employment).$

/s/ Mary Zeigler, Attorney-in-12/15/2005 **Fact** 

\*\* Signature of Reporting Person

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Charmaine Mesina and Mary Zeigler, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and officer of Applied Materials, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment(s) thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company's Secretary.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of May, 2003.

/s/ Michael R. Splinter
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Michael R. Splinter