

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden 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).

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>St Dennis Thomas</u>  (Last) (First) (Middle) <u>C/O APPLIED MATERIALS, INC.</u> <u>PO BOX 58039, 3050 BOWERS AVE, M/S 2023</u>  (Street) <u>SANTA CLARA CA 95054</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>APPLIED MATERIALS INC /DE [ AMAT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	07/15/2007		M		16,062 <sup>(1)</sup>	A	\$0	287,499 <sup>(2)</sup>	D	
Common Stock	07/15/2007		J		50,000 <sup>(3)</sup>	A	\$0	337,499	D	
Common Stock								7,189.102 <sup>(4)</sup>	I	By the 401(k) Plan

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Shares (or Restricted Stock Units) <sup>(5)</sup>	\$20.48	07/15/2007		F		8,938 <sup>(6)</sup>		<sup>(7)</sup>	<sup>(8)</sup>	Common Stock	8,938	\$0	66,062	D	
Performance Shares (or Restricted Stock Units) <sup>(5)</sup>	<sup>(8)</sup>	07/15/2007		M		16,062		<sup>(7)</sup>	<sup>(8)</sup>	Common Stock	16,062	\$0	50,000	D	
Performance Shares (or Restricted Stock Units) <sup>(5)</sup>	<sup>(8)</sup>	07/15/2007		J		50,000 <sup>(9)</sup>		<sup>(7)</sup>	<sup>(8)</sup>	Common Stock	50,000	\$0	0	D	

**Explanation of Responses:**

- Represents performance shares (or restricted stock units) that were converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting on 7/15/07.
- Increased number of shares also reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares includes 262,500 performance shares (or restricted stock units) previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock immediately upon vesting, which vesting is scheduled to occur as follows: 37,500 performance shares are scheduled to vest in three equal annual installments beginning 8/31/07; and, provided specified performance goals are achieved, 225,000 performance shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/07 (all vesting is subject to continued employment).
- Represents a change in reporting of 50,000 performance shares (or restricted stock units) previously reported on Table II that will now instead be reported on this Table I. These shares remain unvested and will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock immediately upon vesting, which vesting is scheduled to occur in two equal annual installments beginning 7/15/08 (subject to continued employment).
- Increased number of shares reflects reinvestment of dividends and periodic allocation of accrued interest to all participants under 401(k) Plan that are exempt under Rule 16b-3.
- The performance shares (or restricted stock units) will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock immediately upon vesting.
- Represents shares that were automatically withheld to cover tax withholding obligations in a transaction exempt under Rule 16b-3.
- 25,000 shares vested on 7/15/07 and 25,000 shares to become vested on each of 7/15/08 and 7/15/09 (subject to continued employment).
- Not applicable.
- These shares, which remain unvested, will now be reported on Table I. Please see footnote 3 above.

/s/ Charmaine Mesina,  
Attorney-in-Fact

07/17/2007

\*\* Signature of Reporting Person

Date

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 an 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 foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of September, 2005.

/s/ Thomas St. Dennis  
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Thomas St. Dennis