

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>Thakur Randhir</u> (Last) (First) (Middle) C/O APPLIED MATERIALS, INC. P.O. BOX 58039, 3050 BOWERS AV, M/S 1268 (Street) SANTA CLARA CA 95054 (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>EVP & GM, Silicon Systems</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2014</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 07/01/2014 | | A | | 84,000 ⁽¹⁾ | A | \$0 | 947,521 ⁽²⁾ | D | |
| Common Stock | 07/01/2014 | | F | | 76,705 ⁽³⁾ | D | \$22.66 | 870,816 | D | |
| Common Stock | 07/03/2014 | | S | | 70,295 | D | \$22.83 ⁽⁴⁾ | 800,521 ⁽⁵⁾ | D | |
| Common Stock | | | | | | | | 4,352.9 ⁽⁶⁾ | I | By 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 | | | | | |

Explanation of Responses:

- Represents performance shares acquired based on achievement of specified performance goals related to performance shares granted on June 19, 2012. This acquisition is exempt under Rule 16b-3. The shares are subject to vesting as follows: 42,000 shares vested on July 1, 2014 and 21,000 shares are scheduled to vest on each July 1 of 2015 and 2016 (all vesting is subject to continued employment through each applicable vest date).
- Increased number of shares reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3.
- Represents shares that were automatically withheld upon vesting of performance shares to cover tax withholding obligations in a transaction exempt under Rule 16b-3.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.76 to \$22.94, inclusive. The reporting person undertakes to provide to Applied Materials, Inc. ("Applied"), any security holder of Applied, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Number of shares includes: (a) 782,500 performance shares previously reported that in the future will be converted on a one-for-one basis into shares of Applied common stock upon vesting, which vesting will be scheduled to occur as follows: (i) 62,500 shares are scheduled to vest in December 2014; (ii) 147,000 shares are scheduled to vest in equal installments in each July of 2015 and 2016; (iii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest as to 75% of the shares in December 2014 and as to 25% of the shares in December 2015, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on the achievement of specified performance goals; (iv) provided specified performance goals are achieved, 250,000 shares will be scheduled to vest as to 50% of the shares in December 2014 and as to 25% of the shares in each December of 2015 and 2016, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on the achievement of specified performance goals; and (v) provided specified performance goals are achieved, 90,000 shares will be scheduled to vest as to 75% of the shares in July 2015 and as to 25% of the shares in July 2016, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 140% of the target amount, depending on the achievement of specified performance goals; and (b) provided specified performance goals are achieved, 17,000 shares of restricted stock will be scheduled to vest as to 75% in December 2014 and as to 25% in December 2015, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on the achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date). Notwithstanding the foregoing, vesting of shares that is scheduled to occur in calendar year 2014 will accelerate as of the date that is three trading days prior to the expected date of consummation of the transactions contemplated in connection with the business combination agreement, dated September 24, 2013, between Applied and Tokyo Electron Limited, as amended (subject to Dr. Thakur's continued employment and being a "disqualified individual" under IRS Code Section 4985 through the accelerated vest date).
- Increased number of shares reflects periodic payroll acquisitions and dividend reinvestment under 401(k) Plan that are exempt under Rule 16b-3.

/s/ Harpreet S. Bal, Attorney-in-Fact 07/03/2014

** 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.

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