

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

APPLIED MATERIALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

94-1655526

(I.R.S. Employer Identification No.)

3050 Bowers Avenue, P.O. Box 58039, Santa Clara, California
(Address of Principal Executive Offices)

95052-8039
(Zip Code)

**APPLIED MATERIALS, INC.
NONEMPLOYEE DIRECTOR SHARE PURCHASE PLAN**
(Full title of the plan)

Joseph J. Sweeney
Applied Materials, Inc.
3050 Bowers Avenue, P.O. Box 58039, Santa Clara, California 95052-8039
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (408) 727-5555

Copy to:

John E. Aguirre, Esq.
Wilson Sonsini Goodrich & Rosati, PC
650 Page Mill Road
Palo Alto, California 94304

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered*	Proposed Maximum Offering Price Per Share**	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee**
Common Stock***	200,000 shares	\$16.13	\$3,226,000	\$379.70

* This Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the Applied Materials, Inc. Nonemployee Director Share Purchase Plan described herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of Common Stock.

** Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, on the basis of \$16.13 per share, the average of the high and low prices per share of the Common Stock on March 17, 2005, as reported by Nasdaq.

*** Includes associated rights (the "Rights") to purchase preferred or common stock. Until the occurrence of certain prescribed events, none of which has occurred, the Rights are not exercisable.

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents are incorporated by reference in this registration statement: (i) the latest annual report of Applied Materials, Inc. (the “Registrant”) filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (ii) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in clause (i) above (other than any Current Reports on Form 8-K containing Regulation FD disclosure furnished under Item 7.01 (or its successor) or Results of Operations and Financial Condition disclosure furnished under Item 2.02 (or its successor) and exhibits relating to such disclosures, unless otherwise specifically stated in such Current Reports on Form 8-K); and (iii) the description of the Registrant’s common stock set forth in the Registrant’s Registration Statement on Form 8-A relating thereto, including any amendment or report filed for the purpose of updating such description. All documents subsequently filed by the Registrant on or after the date of this registration statement pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or deregisters all securities then remaining unsold (other than any Current Reports on Form 8-K containing Regulation FD disclosure furnished under Item 7.01 (or its successor) or Results of Operations and Financial Condition disclosure furnished under Item 2.02 (or its successor) and exhibits relating to such disclosures, unless otherwise specifically stated in such Current Reports on Form 8-K), shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

Inapplicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Inapplicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law (the “Delaware Law”) authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended. The Registrant’s Certificate of Incorporation provides for indemnification of the Registrant’s directors, officers, employees and other agents to the maximum extent permitted by Delaware Law. In addition, the Registrant has entered into indemnification agreements with its directors and certain of its officers.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Inapplicable.

ITEM 8. EXHIBITS

- 4.1 Applied Materials, Inc. Nonemployee Director Share Purchase Plan.
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 23.3 Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation is included in Exhibit 5.1 to this Registration Statement.
- 24.1 Power of Attorney of Directors.

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report

pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

Signatures

THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California on the 23rd day of March, 2005.

APPLIED MATERIALS, INC.
(Registrant)

/s/ Michael R. Splinter

Michael R. Splinter
President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer:		
<u>/s/ Michael R. Splinter</u> Michael R. Splinter	President and Chief Executive Officer	March 23, 2005
Principal Financial Officer:		
<u>/s/ Nancy H. Handel</u> Nancy H. Handel	Senior Vice President and Chief Financial Officer	March 23, 2005
Principal Accounting Officer:		
<u>/s/ Yvonne Weatherford</u> Yvonne Weatherford	Corporate Vice President and Corporate Controller	March 23, 2005

Directors:

*	Chairman of the Board	March 23, 2005
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James C. Morgan		
*	Director	March 23, 2005
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Michael H. Armacost		
*	Director	March 23, 2005
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Deborah A. Coleman		
*	Director	March 23, 2005
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Herbert M. Dwight, Jr.		
*	Director	March 23, 2005
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Philip V. Gerdine		
*	Director	March 23, 2005
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Paul R. Low		
*	Director	March 23, 2005
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Dan Maydan		
*	Director	March 23, 2005
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Steven L. Miller		
*	Director	March 23, 2005
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Gerhard H. Parker		
*	Director	March 23, 2005
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Willem P. Roelandts		
*	Director	March 23, 2005
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Michael R. Splinter		

Representing a majority of the members of the Board of Directors.

* By /s/ Joseph J. Sweeney
Joseph J. Sweeney
Attorney-in-Fact**

** By authority of the Power of Attorney of Directors filed as Exhibit 24.1 to this Registration Statement.

EXHIBIT INDEX

- 4.1 Applied Materials, Inc. Nonemployee Director Share Purchase Plan.
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 23.3 Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation is included in Exhibit 5.1 to this Registration Statement.
- 24.1 Power of Attorney of Directors.

APPLIED MATERIALS, INC.

NONEMPLOYEE DIRECTOR SHARE PURCHASE PLAN

EFFECTIVE MARCH 22, 2005

1. Purpose. The purpose of the Plan is to provide a convenient method by which Directors of the Company may purchase Company common stock at fair market value, by permitting the Directors to voluntarily elect to receive Shares in lieu of retainer and meeting fees otherwise payable to them in cash. The Plan is effective as of March 22, 2005.

2. Definitions.

2.1 "Committee" means the Human Resources and Compensation Committee of the Board.

2.2 "Board" means the Board of Directors of the Company.

2.3 "Company" means Applied Materials, Inc.

2.4 "Director" means a nonemployee member of the Board.

2.5 "Fair Market Value" means the last quoted per share selling price for Shares on the relevant date, or if there were no sales on such date, the last quoted per share selling price for Shares on the nearest day before the relevant date.

2.6 "Fees" means the cash retainer fees and meeting fees payable to a Director for any given fiscal quarter or fiscal year of the Company as a result of his or her service on the Board and its committees during the applicable period.

2.7 "Plan" means this Nonemployee Director Share Purchase Plan, as it may be amended from time to time.

2.8 "Share" means a share of the Company's common stock.

3. Administration.

3.1 The Plan will be interpreted and administered by the Committee, whose actions and interpretations will be final and binding.

3.2 The Committee, in its sole discretion, will have the power, subject to, and within the limitations of, the express provisions of the Plan:

3.2.1 To establish, amend and revoke rules and procedures relating to the Plan (for example, but not by way of limitation, with respect to Director elections to participate in the Plan and the delivery of Shares) as it may deem necessary or appropriate for the administration of the Plan;

3.2.2 To make any and all determinations as it may deem necessary or appropriate for the administration of the Plan;

3.2.3 To approve a form of election form to be used in conjunction with the Plan; and

3.2.4 To delegate all or any part of its authority and powers under the Plan to one or more officers or employees of the Company, including with respect to the day-to-day administration of the Plan.

4. Election in Lieu of Fees.

4.1 At least once annually, each Director shall be given the opportunity to elect to receive Shares in lieu of some or all of the Fees that would otherwise be payable to him or her for the Director's service during each remaining fiscal quarter of the fiscal year of the Company to which the election relates.

4.2 Except as pursuant to Section 4.3, the foregone Fees will be converted into Shares based on the Fair Market Value of a Share on the day of the applicable Board or committee meeting on which the foregone Fees otherwise would be paid. Quarterly retainer Fees will be converted into Shares based on the Fair Market Value of a Share on the date of the regularly scheduled quarterly meeting of the Board. In the event that the applicable Board or committee meeting takes place over multiple days, the Fair Market Value on the last day of such meeting will be used for the conversion of foregone Fees into Shares.

4.3 Foregone Fees for the period from the effective date of the Plan through the remainder of the second quarter of the Company's 2005 fiscal year will be converted into Shares based on the Fair Market Value on April 8, 2005.

4.4 Until and unless otherwise determined by the Committee, each Director's election pursuant to Section 4.1 shall be irrevocable for the fiscal year of the Company to which it relates.

5. Delivery of Shares.

5.1 Shares paid out to a Director under the Plan will be electronically delivered to the Director's broker as indicated in the Director's election form or, if no broker is so indicated, to the Director's broker of record (as listed in the Company's records at the time of delivery) as soon as administratively practicable after the date the foregone Fees otherwise would have been payable to such Director.

5.2 Payouts of Shares under the Plan will be in the form of whole Shares only; the balance of any foregone Fees not payable in whole Shares will be paid in cash.

6. Amendment or Termination of the Plan. The Committee may, at any time and for any reason, amend or terminate the Plan.

7. No Guarantee of Future Service. Nothing in the Plan will provide Directors any guarantee or promise of continued service on the Board.

8. Tax Withholding. Any income recognizable by a Director as a result of distribution under the Plan will be reported by the Company on a Form 1099 or other appropriate forms.

9. Choice of Law. All questions concerning the construction, validity, and interpretation of the Plan will be governed by the law of the State of California, exclusive of the conflict of laws provisions thereof.

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10. **Headings.** The headings in the Plan are for convenience only and will not be deemed to constitute a part hereof nor to affect the meaning hereof.

Applied Materials, Inc.

By: _____

Name: _____

Title: _____

March 23, 2005

Applied Materials, Inc.
3050 Bowers Avenue
P.O. Box 58039
Santa Clara, California 95052-8039

Re: Form S-8 Registration Statement/Applied Materials, Inc. Nonemployee Director Share Purchase Plan

Ladies and Gentlemen:

At your request, we are rendering this opinion in connection with the proposed issuance of an aggregate of 200,000 shares of common stock (the "Common Stock") of Applied Materials, Inc., a Delaware corporation (the "Company"), under the Applied Materials, Inc. Nonemployee Director Share Purchase Plan (the "Plan").

We have examined instruments, documents, and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

Based on such examination, we are of the opinion that the 200,000 shares of Common Stock to be issued by the Company pursuant to the Plan are validly authorized shares of Common Stock and, when issued in accordance with the provisions of the Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to this Form S-8 Registration Statement and to the use of our name wherever it appears in said Registration Statement. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ WILSON SONSINI GOODRICH & ROSATI

WILSON SONSINI GOODRICH & ROSATI, Professional
Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Applied Materials, Inc.:

We consent to the incorporation by reference in this registration statement on Form S-8 of Applied Materials, Inc. of our report dated December 14, 2004, with respect to the consolidated balance sheet of Applied Materials, Inc. and subsidiaries as of October 31, 2004, and the related consolidated statements of operations, stockholders' equity and cash flows for the year then ended and the related financial statement schedule, which report appears in the October 31, 2004 annual report on Form 10-K of Applied Materials, Inc.

/s/ KPMG LLP

Mountain View, California
March 22, 2005

CONSENT OF PRICEWATERHOUSECOOPERS LLP

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated November 12, 2003 relating to the financial statements and financial statement schedule, of Applied Materials, Inc. which appears in Applied Material, Inc.'s Annual Report on Form 10-K for the year ended October 31, 2004.

/s/ PricewaterhouseCoopers LLP

San Jose, California
March 21, 2005

POWER OF ATTORNEY OF DIRECTORS

KNOW ALL PERSONS BY THESE PRESENTS:

Each of the undersigned directors of Applied Materials, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints James C. Morgan, Nancy H. Handel and Joseph J. Sweeney and each of them with power to act alone, his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to execute a Registration Statement or Registration Statements on Form S-8 or other appropriate form, under the Securities Act of 1933, as amended, relating to 200,000 shares of Common Stock of the Company issuable under the Applied Materials, Inc. Nonemployee Director Share Purchase Plan, and any and all amendments (including post-effective amendments) to such Registration Statement(s), and to file such Registration Statement(s) and any and all amendments thereto, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary or desirable to be done in and about the premises, as fully to all intents and purposes, as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of March, 2005.

/s/ Michael H. Armacost

Michael H. Armacost

/s/ Deborah A. Coleman

Deborah A. Coleman

/s/ Herbert M. Dwight, Jr.

Herbert M. Dwight, Jr.

/s/ Philip V. Gerdine

Philip V. Gerdine

/s/ Paul R. Low

Paul R. Low

/s/ Dan Maydan

Dan Maydan

/s/ Steven L. Miller

Steven L. Miller

/s/ James C. Morgan

James C. Morgan

/s/ Gerhard H. Parker

Gerhard H. Parker

/s/ Willem P. Roelandts

Willem P. Roelandts

/s/ Michael R. Splinter

Michael R. Splinter