
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 10, 2009

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-06920
(Commission
File Number)

94-1655526
(IRS Employer
Identification No.)

3050 Bowers Avenue
P.O. Box 58039
Santa Clara, CA
(Address of principal executive offices)

95052-8039
(Zip Code)

Registrant's telephone number, including area code: (408) 727-5555

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 10, 2009, the Board of Directors (the "Board") of Applied Materials, Inc. ("Applied" or the "Company") appointed Robert H. Swan to serve as a member of the Board, effective immediately. The Board also appointed Mr. Swan to serve as a member of the Board's Audit Committee.

Pursuant to the terms of Applied's Employee Stock Incentive Plan, Mr. Swan was automatically granted 20,000 performance shares (or restricted stock units) on March 10, 2009, the day of his appointment. These performance shares are scheduled to vest in four equal annual installments beginning one year after the grant date, subject to Mr. Swan's continued service as a director on each such installment date. Mr. Swan will also participate in the standard non-employee director compensation arrangements described in Applied's 2009 Proxy Statement that was filed with the Securities and Exchange Commission on January 27, 2009.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 8, 2008, the Board approved amendments to the Company's Certificate of Incorporation (the "Certificate") that eliminate the supermajority voting provisions contained in the Certificate. At Applied's 2009 Annual Meeting of Stockholders held on March 10, 2009, stockholders representing not less than 66.67% of the outstanding shares of common stock of the Company approved such amendments. The Company filed a Certificate of Amendment of Certificate of Incorporation on March 10, 2009 with the Secretary of State of the State of Delaware in order to effect these amendments.

The foregoing does not constitute a complete summary of the amendments to the Company's Certificate of Incorporation and is qualified in its entirety by reference to the complete text of the Certificate of Amendment, which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On March 11, 2009, Applied issued a press release announcing the appointment of Robert H. Swan to the Board. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in this Item 7.01, including the exhibit, is furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of Applied under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Certificate of Incorporation filed March 10, 2009.
99.1	Press Release issued by Applied Materials, Inc. dated March 11, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Applied Materials, Inc.
(Registrant)

Dated: March 11, 2009

By: /s/ JOSEPH J. SWEENEY

Joseph J. Sweeney

Senior Vice President

General Counsel and Corporate Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Certificate of Incorporation filed March 10, 2009.
99.1	Press Release issued by Applied Materials, Inc. dated March 11, 2009

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

The undersigned, Michael R. Splinter and Joseph J. Sweeney, hereby certify that:

1. They are the President and Chief Executive Officer, and Secretary, respectively, of Applied Materials, Inc., a Delaware corporation.
2. The Certificate of Incorporation, as amended, of this corporation hereby is amended by deleting Article NINTH thereof in its entirety.
3. The Certificate of Incorporation, as amended, of this corporation hereby is further amended by renumbering Articles TENTH and ELEVENTH as Articles NINTH and TENTH, respectively.
4. The Certificate of Incorporation, as amended, of this corporation hereby is further amended by deleting Article TWELFTH thereof in its entirety and adding a new Article ELEVENTH to such Certificate, to read in its entirety as follows:

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in this Certificate of Incorporation, including this Article ELEVENTH, may not be amended or repealed in any respect unless such amendment or repeal is approved by the affirmative vote of not less than a majority of the total voting power of all outstanding shares of stock in this corporation entitled to vote thereon.
5. The foregoing amendments of the Certificate of Incorporation were duly adopted by the Board of Directors of this corporation on December 8, 2008 and by the stockholders of this corporation on March 10, 2009, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this corporation has caused this Certificate to be executed by its duly authorized officers this 10th day of March 2009.

APPLIED MATERIALS, INC.

By: /s/ Michael R. Splinter
Michael R. Splinter
President and Chief Executive Officer

Attest: /s/ Joseph J. Sweeney
Joseph J. Sweeney
Secretary

Release: Immediate
Contact: David Miller (editorial/media)
(408) 563-9582

Michael Sullivan (financial community)
(408) 986-7977

Applied Materials Appoints Robert H. Swan to Board of Directors

SANTA CLARA, Calif., March 11, 2009 – Applied Materials, Inc. today announced the appointment of Robert H. Swan to serve on its Board of Directors. Mr. Swan has also been appointed to serve as a member of the Audit Committee of the Board.

“Bob is a great addition to our Board and our Audit Committee,” said Michael R. Splinter, Chairman, President and Chief Executive Officer of Applied Materials. “His financial discipline and expertise, broad management experience and proven leadership will be great assets to help Applied take advantage of the growth opportunities ahead.”

Mr. Swan has served as Senior Vice President, Finance and Chief Financial Officer of eBay Inc. since March 2006. In that position, Mr. Swan is responsible for all aspects of eBay’s finance function, including controllership, financial planning and analysis, tax, treasury, audit, mergers and acquisitions, and investor relations.

Prior to joining eBay, Mr. Swan was Chief Financial Officer and Executive Vice President at Electronic Data Systems Corporation. Mr. Swan oversaw all financial functions for the company as well as supply chain management and corporate administrative functions. Mr. Swan also served as Executive Vice President and Chief Financial Officer at TRW, Inc. and held various executive positions at Webvan. Mr. Swan spent the first 15 years of his career at General Electric Company.

Mr. Swan holds a B.S. from the State University of New York at Buffalo and an M.B.A. from State University of New York at Binghamton.

Applied Materials, Inc. (Nasdaq:AMAT) is the global leader in Nanomanufacturing Technology™ solutions with a broad portfolio of innovative equipment, services and software products for the fabrication of semiconductor chips, flat panels, solar photovoltaic cells, flexible electronics and energy efficient glass. At Applied Materials, we apply Nanomanufacturing Technology to improve the way people live. Learn more at www.appliedmaterials.com.

###