

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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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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|---|--|---|
| 1. Name and Address of Reporting Person* <u>DICKERSON GARY E</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2014 | |
| 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 | 07/01/2014 | | A | | 140,000 ⁽¹⁾ | A | \$0 | 1,362,127 | D | |
| Common Stock | 07/01/2014 | | F | | 127,842 ⁽²⁾ | D | \$22.66 | 1,234,285 ⁽³⁾ | D | |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | 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: 70,000 shares vested on July 1, 2014 and 35,000 shares are scheduled to vest on July 1 of each of 2015 and 2016 (all vesting is subject to continued employment through each applicable vest date).
- Represents number of shares that were automatically withheld upon vesting of performance shares to cover tax withholding obligations in a transaction exempt under Rule 16b-3.
- Number of shares includes: (a) 795,000 performance shares previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. ("Applied") common stock upon vesting, which vesting will be scheduled to occur as follows: (i) 245,000 shares will be scheduled to vest in equal installments during each July of 2015 and 2016, (ii) provided specified performance goals are achieved, 150,000 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 achievement of specified performance goals; and (iii) provided specified performance goals are achieved, 400,000 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 achievement of specified performance goals; and (b) 110,000 shares of restricted stock previously reported that are scheduled to vest in June 2015 (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 Mr. Dickerson's continued employment and being a "disqualified individual" under IRS Code Section 4985 through the accelerated vest date).

/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.

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.