

**UNITED STATES  
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 95052-8039**  
(Address of Principal Executive Offices) (Zip Code)

**APPLIED MATERIALS PROFIT SHARING SCHEME**  
(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**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934:

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

**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, \$0.01 par value per share***	200,000 shares	\$8.60	\$1,720,000.00	\$67.60

\* Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of the Registrant's Common Stock that become issuable under the Applied Materials Profit Sharing Scheme described herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without 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 amount of the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, on the basis of \$8.60 per share, the average of the high and low prices per share of the Registrant's Common Stock on February 24, 2009, as reported by Nasdaq.

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

**ITEM 3. INCORPORATION OF 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 the portions of these documents not deemed to be filed); 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 pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold (other than the portions of these documents not deemed to be filed), 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 Profit Sharing Scheme (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 filed on January 27, 1998, Commission File No. 333-45011).
- 4.2 Deed of Amendment to Applied Materials Profit Sharing Scheme, dated February 7, 2006, to amend Clause 20 of the Trust Deed thereunder (incorporated by reference to Exhibit 10.48 to the Registrant's Annual Report on Form 10-K filed on December 12, 2008, Commission File No. 000-06920).
- 4.3 Deed of Amendment to Applied Materials Profit Sharing Scheme, dated February 7, 2006, to amend the definition of Eligible Employee in the First Schedule to the Trust Deed thereunder (incorporated by reference to Exhibit 10.49 to the Registrant's Annual Report on Form 10-K filed on December 12, 2008, Commission File No. 000-06920).
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 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 reports filed with or furnished to the Securities and Exchange Commission 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.

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 3<sup>rd</sup> day of March, 2009.

APPLIED MATERIALS, INC.  
(Registrant)

/s/ Michael R. Splinter

Michael R. Splinter  
President, 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.

Signature	Title	Date
Principal Executive Officer:		
<u>/s/ Michael R. Splinter</u> Michael R. Splinter	President, Chief Executive Officer	March 3, 2009
Principal Financial Officer:		
<u>/s/ George S. Davis</u> George S. Davis	Senior Vice President, Chief Financial Officer	March 3, 2009
Principal Accounting Officer:		
<u>/s/ Yvonne Weatherford</u> Yvonne Weatherford	Corporate Vice President, Corporate Controller	March 3, 2009

* _____ James C. Morgan	Chairman of the Board	March 3, 2009
* _____ Michael R. Splinter	Director	March 3, 2009
* _____ Deborah A. Coleman	Director	March 3, 2009
* _____ Aart J. de Geus	Director	March 3, 2009
* _____ Stephen R. Forrest	Director	March 3, 2009
* _____ Philip V. Gerdine	Director	March 3, 2009
* _____ Thomas J. Iannotti	Director	March 3, 2009
* _____ Alexander A. Karsner	Director	March 3, 2009
* _____ Charles Y.S. Liu	Director	March 3, 2009
* _____ Gerhard H. Parker	Director	March 3, 2009
* _____ Dennis D. Powell	Director	March 3, 2009
* _____ Willem P. Roelandts	Director	March 3, 2009
_____ James E. Rogers	Director	

\*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

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- 24.1 Power of Attorney of Directors.

March 3, 2009

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

Re: Form S-8 Registration Statement

Ladies and Gentlemen:

At your request, we are rendering this opinion in connection with the proposed issuance pursuant to the Applied Materials Profit Sharing Scheme (the "Scheme"), of up to 200,000 shares of common stock, \$0.01 par value ("Common Stock"), of Applied Materials, Inc., a Delaware corporation (the "Company").

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 Scheme after the filing of this Registration Statement on Form S-8 (the "Registration Statement") are validly authorized shares of Common Stock and, when issued in accordance with the provisions of the Scheme, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever it appears in the 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  
Applied Materials, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8 of Applied Materials, Inc. (the Company) of our reports dated December 12, 2008, with respect to the consolidated balance sheets of the Company as of October 26, 2008 and October 28, 2007, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended October 26, 2008, the related financial statement schedule, and to the effectiveness of internal control over financial reporting as of October 26, 2008, which reports appear in the October 26, 2008 annual report on Form 10-K of the Company.

As discussed in note 9 to the consolidated financial statements, effective October 29, 2007, the Company adopted the provisions of Financial Accounting Standards Board Interpretation (FIN) No. 48, *Accounting for Uncertainty in Income Taxes*.

As discussed in note 1 to the consolidated financial statements, effective October 28, 2007, the Company adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106, and 132(R)*.

As discussed in note 1 to the consolidated financial statements, effective October 31, 2005, the Company adopted the provisions of SFAS 123(R), *Share-Based Payment*.

/s/ KPMG LLP

Mountain View, California  
March 3, 2009

## 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 Michael R. Splinter, George S. Davis 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 an additional two hundred thousand (200,000) shares of common stock of the Company issuable under the Applied Materials Profit Sharing Scheme, as amended, 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 or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

**IN WITNESS WHEREOF**, we have hereunto set our hands this 8<sup>th</sup> day of December, 2008.

/s/ Deborah A. Coleman

Deborah A. Coleman

/s/ James C. Morgan

James C. Morgan

/s/ Aart J. de Geus

Aart J. de Geus

/s/ Gerhard H. Parker

Gerhard H. Parker

/s/ Stephen R. Forrest

Stephen R. Forrest

/s/ Dennis D. Powell

Dennis D. Powell

/s/ Philip V. Gerdine

Philip V. Gerdine

/s/ Willem P. Roelandts

Willem P. Roelandts

/s/ Thomas J. Iannotti

Thomas J. Iannotti

James E. Rogers

/s/ Alexander A. Karsner

Alexander A. Karsner

/s/ Michael R. Splinter

Michael R. Splinter

/s/ Charles Y.S. Liu

Charles Y.S. Liu