

Larkins Thomas F
Form 4
December 21, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Larkins Thomas F

2. Issuer Name and Ticker or Trading Symbol
APPLIED MATERIALS INC /DE [AMAT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP, GC & Corp. Secretary

(Last) (First) (Middle)
C/O APPLIED MATERIALS, INC., P.O. BOX 58039, 3050 BOWERS AV, M/S 1268
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2017

SANTA CLARA, CA 95054
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	12/19/2017		F	V	42,704 ⁽¹⁾	D	\$ 52.96	467,728	D
Common Stock	12/19/2017		G	V	500	D	\$ 0	467,228 ⁽²⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Larkins Thomas F C/O APPLIED MATERIALS, INC. P.O. BOX 58039, 3050 BOWERS AV, M/S 1268 SANTA CLARA, CA 95054			Sr. VP, GC & Corp. Secretary	

Signatures

/s/ To-Anh Nguyen,
Attorney-in-Fact 12/21/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) 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 193,170 performance shares and restricted stock units previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials common stock upon vesting, which vesting is scheduled to occur as follows: (a) 90,532 performance shares are scheduled to vest in installments in December of 2018 and 2019, (b) 37,376 performance shares are scheduled to vest in December 2019, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 200% of the target amount, depending on achievement of specified performance goals, and (c) 24,918 restricted stock units are scheduled to vest in installments in December of 2018 and 2019, (d) 20,172 restricted stock units are scheduled to vest in installments in December of 2018 through 2020, depending on achievement of a specified performance goal, and (e) 20,172 performance shares are scheduled to vest in December 2020, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 200% of the target amount, depending on achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.