

APPLIED MATERIALS INC /DE
 Form 3
 November 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Davis George S
 (Last) (First) (Middle)

C/O APPLIED MATERIALS,
 INC. PO BOX 58039,Â 3050
 BOWERS AVENUE M/S 2023

(Street)

SANTA CLARA,Â CAÂ 95054

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 11/01/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Group Vice President and CFO

5. 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 13,737.5476 ⁽¹⁾ | D | Â |
| Common Stock | 220 | I | By Trust |
| Common Stock | 1,305.38 | I | By the 401(k) plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | Â (2) | 12/01/2006 | Common Stock | 120,000 | \$ 25.125 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 10/18/2007 | Common Stock | 90,000 | \$ 21.0313 | D | Â |
| Employee Stock Option (Right to Buy) | 07/15/2005 | 04/03/2008 | Common Stock | 50,000 | \$ 20.0625 | D | Â |
| Employee Stock Option (Right to Buy) | 07/15/2006 | 10/19/2008 | Common Stock | 60,000 | \$ 16.275 | D | Â |
| Employee Stock Option (Right to Buy) | 07/15/2007 | 11/19/2009 | Common Stock | 35,000 | \$ 15.07 | D | Â |
| Employee Stock Option (Right to Buy) | 07/15/2004 | 11/19/2009 | Common Stock | 25,000 | \$ 15.07 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 07/11/2010 | Common Stock | 40,000 | \$ 17.39 | D | Â |
| Employee Stock Option (Right to Buy) | 08/05/2005 | 10/29/2010 | Common Stock | 80,000 | \$ 22.58 | D | Â |
| Employee Stock Option (Right to Buy) | 08/05/2005 | 10/29/2010 | Common Stock | 115,000 | \$ 22.58 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 11/03/2011 | Common Stock | 125,000 | \$ 16.12 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 12/01/2012 | Common Stock | 60,000 | \$ 18.64 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis George S C/O APPLIED MATERIALS, INC. PO BOX 58039 3050 BOWERS AVENUE M/S 2023 SANTA CLARA, CA 95054 | Â | Â | Â Group Vice President and CFO | Â |

Signatures

/s/ Charmaine Mesina,
Attorney-In-Fact

11/09/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Number of shares include 6,000 performance shares (or restricted stock units) that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock immediately upon vesting, which vesting is scheduled to occur in three equal annual installments beginning 8/31/07 (assuming continued employment).
- (1) 30,000 shares became exercisable on each of 12/1/00, 12/1/01, 12/1/02 and 12/1/03.
 - (2) 20,000 shares became exercisable on each of 7/15/02 and 7/15/03; and 50,000 shares became exercisable on 7/15/04.
 - (3) 25,000 shares became exercisable on 7/15/05 and 15,000 shares became exercisable on 7/15/06.
 - (4) 31,250 shares became exercisable on each of 7/15/05 and 7/15/06; and 31,250 shares become exercisable on each of 7/15/07 and 7/15/08 (assuming continued employment).
 - (5) 15,000 shares became exercisable on 8/31/06; and 15,000 shares become exercisable on each of 8/31/07, 8/31/08 and 8/31/09 (assuming continued employment).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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