

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-23** | Period of Report: **2013-01-01**
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REPORTING OWNER

Nalamasu Omkaram

CIK: **1510815**

Type: **4/A** | Act: **34** | File No.: **000-06920** | Film No.: **13543997**

Mailing Address
*C/O APPLIED MATERIALS,
INC.
3050 BOWERS AVENUE, P.O.
BOX 58039
SANTA CLARA CA
95052-8039*

ISSUER

APPLIED MATERIALS INC /DE

CIK: **6951** | IRS No.: **941655526** | State of Incorp.: **DC** | Fiscal Year End: **1030**
SIC: **3674** Semiconductors & related devices

Mailing Address
*3050 BOWERS AVE
SANTA CLARA CA
95054-3299*

Business Address
*3050 BOWERS AVE
SANTA CLARA CA
95054-3299
4087275555*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Nalamasu Omkaram			2. Issuer Name and Ticker or Trading Symbol APPLIED MATERIALS INC /DE [AMAT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Group VP, CTO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O APPLIED MATERIALS, INC., P.O. BOX 58039 3050 BOWERS AV, M/S 1268			4. If Amendment, Date Original Filed(Month/Day/Year) 01/03/2013					
(Street) SANTA CLARA, CA 95054								
(City)	(State)	(Zip)						

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	01/01/2013		F		5,396 ⁽¹⁾	D	\$11.44	422,396 ⁽²⁾	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

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 has been decreased in this amended Form 4 to reflect the fact that 5,396 shares (not 5,539 shares) should have been reported as withheld on Dr. Nalamasu's Form 4 filed January 3, 2013.
2. Number of shares has been increased from the number of shares reported on Dr. Nalamasu's Form 4 filed January 3, 2013 to reflect the corrected number of shares withheld upon the vesting of performance shares. Number of shares includes 377,750 performance shares previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting, which vesting is scheduled to occur as follows: (a) 2,500 shares are scheduled to vest in July 2013; (b) 30,500 shares are scheduled to vest in installments during each February of 2013 through 2015; (c) 19,750 shares are scheduled to vest in installments during each January of 2014 and 2015; and (d) provided specified performance goals are achieved, 325,000 shares will be scheduled to vest in installments during each December of 2013 through 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 (all vesting is subject to continued employment through each applicable vesting date).

Signatures

/s/ Charmaine Mesina, Attorney-in-Fact

** Signature of Reporting Person

01/23/2013

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.