

Erad Menachem

Form 4

October 05, 2007

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

Erad Menachem

2. Issuer Name and Ticker or Trading

Symbol

APPLIED MATERIALS INC /DE
[AMAT]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

10/03/2007

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Group VP, Chief of Staff

C/O APPLIED MATERIALS,
INC., P.O. BOX 58039, 3050
BOWERS AV, M/S 2023

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	10/03/2007		M		35,000	A	\$ 15.07	149,236 ⁽¹⁾	D	
Common Stock	10/03/2007		S		35,000	D	\$ 21.4	114,236 ⁽¹⁾	D	
Common Stock	10/03/2007		M		18,750	A	\$ 16.12	132,986 ⁽¹⁾	D	
Common Stock	10/03/2007		S		18,750	D	\$ 21.4	114,236 ⁽¹⁾	D	
	10/03/2007		M		15,000	A		129,236 ⁽¹⁾	D	

Edgar Filing: Erad Menachem - Form 4

Common Stock						\$ 18.64		
Common Stock	10/03/2007	S	15,000	D	\$ 21.4	114,236 ⁽¹⁾	D	
Common Stock	10/03/2007	S	24,736	D	\$ 21.4	89,500 ⁽¹⁾	D	

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

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 control number.

SEC 1474
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.07	10/03/2007		M	35,000	07/15/2007 11/19/2009	Common Stock 35,000
Employee Stock Option (right to buy)	\$ 16.12	10/03/2007		M	18,750	⁽²⁾ 11/03/2011	Common Stock 18,750
Employee Stock Option (right to buy)	\$ 18.64	10/03/2007		M	15,000	⁽³⁾ 12/01/2012	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Erad Menachem
C/O APPLIED MATERIALS, INC.
P.O. BOX 58039, 3050 BOWERS AV, M/S 2023
SANTA CLARA, CA 95054

Group VP, Chief of Staff

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

10/05/2007

__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).

- Number of shares includes 89,500 performance shares (restricted stock units) previously reported 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 as follows: 37,500 performance shares are scheduled to vest in three equal annual installments beginning 8/31/08; and 52,000 performance shares are scheduled to vest in two equal annual installments beginning 8/31/08 (all vesting is subject to continued employment).
- (1) 18,750 shares became exercisable on each of 7/15/05, 7/15/06 and 7/15/07; and 18,750 shares become exercisable on 7/15/08 (subject to continued employment).
 - (2) 15,000 shares became exercisable on each of 8/31/06 and 8/31/07; and 15,000 shares become exercisable on each of 8/31/08 and 8/31/09 (subject to continued employment).
 - (3)

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.