

JANKER FRANZ

Form 4

March 26, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JANKER FRANZ

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)
03/24/2008

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

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	03/24/2008		M		80,000	A \$ 20.0625	612,330 ⁽¹⁾	D	
Common Stock	03/24/2008		S		46,504	D \$ 21.11	565,826	D	
Common Stock	03/24/2008		S		4,000	D \$ 21.1101	561,826	D	
Common Stock	03/24/2008		S		9,496	D \$ 21.101	552,330	D	
	03/24/2008		S		2,288	D \$ 21.14	550,042	D	

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Common
Stock

Common Stock	03/24/2008	S	15,912	D	\$ 21.15	534,130	D
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Common Stock	03/24/2008	S	1,800	D	\$ 21.1501	532,330	D
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Common Stock						33,347.07 ⁽²⁾	I	By the 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	\$ 20.0625	03/24/2008		M		80,000		07/15/2005	04/03/2008	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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JANKER FRANZ
C/O APPLIED MATERIALS INC.
P.O. BOX 58039, 3050 BOWERS AV, M/S 2023
SANTA CLARA, CA 95054

Executive Vice President

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

03/26/2008

__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).

Increased number of shares also reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares includes 455,000 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 upon vesting, which vesting is

(1) scheduled to occur as follows: (a) 30,000 performance shares are scheduled to vest in two equal annual installments beginning 8/31/08, (b) 225,000 performance shares are scheduled to vest in three equal annual installments beginning 12/19/08, and (c) provided specified performance goals are achieved, 200,000 performance shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/08 (all vesting is subject to continued employment).

(2) Increased number of shares reflects periodic payroll acquisitions, dividend reinvestment and periodic allocation of accrued interest (which interest was automatically converted into shares) to all participants under 401(k) Plan that are exempt under Rule 16b-3.

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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