

APPLIED MATERIALS INC /DE
Form 8-K
September 25, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 23, 2008

Applied Materials, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-06920
(Commission File Number)

94-1655526
(IRS Employer Identification No.)

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3050 Bowers Avenue

P.O. Box 58039

Santa Clara, CA

(Address of principal executive offices)

95052-8039

(Zip Code)

Registrant's telephone number, including area code: (408) 727-5555

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On September 23, 2008, the Board of Directors (the Board) of Applied Materials, Inc. (Applied) appointed Alexander Karsner to serve as a member of the Board, effective immediately. The Board also appointed Mr. Karsner to serve as a member of the Board's Strategy Committee.

Pursuant to the terms of Applied's Employee Stock Incentive Plan, Mr. Karsner was automatically granted 20,000 performance shares (or restricted stock units) on September 23, 2008, the day of his appointment. These performance shares are scheduled to vest in four equal annual installments beginning one year after the grant date, subject to Mr. Karsner's continued service as a director on each such installment date. Mr. Karsner will also participate in the standard non-employee director compensation arrangements described in Applied's 2008 Proxy Statement and Current Report on Form 8-K that were filed with the Securities and Exchange Commission on February 13, 2008 and September 19, 2008, respectively.

Item 7.01 Regulation FD Disclosure.

On September 25, 2008, Applied issued a press release announcing the appointment of Alexander Karsner to the Board. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in this Item 7.01, including the exhibit, is furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of Applied under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Applied Materials, Inc. dated September 25, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Applied Materials, Inc.

(Registrant)

Dated: September 25, 2008

By: /s/ Joseph J. Sweeney
Joseph J. Sweeney
Senior Vice President

General Counsel and Corporate Secretary

EXHIBIT INDEX

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