

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549FORM 8-K
CURRENT REPORTPursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event report) February 13, 1996

APPLIED MATERIALS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

0-6920

94-1655526

(State or other jurisdiction of
Incorporation)

(Commission File Number)

(IRS employer identification number)

3050 Bowers Avenue, Santa Clara, California

95054-3299

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(408) 727-5555

Inapplicable

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

ITEM 5. Other Events

On February 13, 1996, the Company issued a press release announcing its results of operations for the first quarter, ending on January 28, 1996, of fiscal year 1996. A copy of the financial statements attached to the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

From time to time, the Company will make "forward-looking statements" about its prospects for the future. Such statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those projected. Such risks and uncertainties include, but are not limited to, the following:

- o Growth in Semiconductor Demand. If growth in the demand for semiconductors were too slow, whether caused by slowing economic growth, slowing productivity or other factors, demand for semiconductor fabrication equipment would probably slow as well.
- o Competitive Challenges. If any of the Company's competitors were to develop products or services which are more cost-effective or technically superior, demand for the Company's equipment could slow.
- o Ability to Hire and Assimilate New Employees. Continued rapid growth in the demand for semiconductors could create difficulties in hiring a sufficient number of qualified personnel, especially in areas requiring technical expertise, and create difficulties in assimilating new employees, thereby slowing the rate at which such employees increase their productivity.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

The following exhibits are filed as exhibits to the Company's registration statement on Form S-3 (File No. 33-60301):

Exhibit Number -----	Exhibit -----
99.1	Financial Statements attached to Press Release, dated February 13, 1996, of Applied Materials, Inc.

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.

Dated: February 13, 1996

APPLIED MATERIALS, INC.
(Registrant)

By: \s\ Gerald F. Taylor

Gerald F. Taylor
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number

Exhibit

99.1

Financial Statements attached to Press Release, dated
February 13, 1996, of Applied Materials, Inc.

APPLIED MATERIALS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

(In thousands, except per share data)	Three Months Ended	
	Jan. 28, 1996	Jan. 29, 1995
Net sales	\$ 1,040,580	\$ 506,108
Costs and expenses:		
Cost of products sold	543,780	268,096
Research, development and engineering	110,352	59,996
Marketing and selling	77,282	44,145
General and administrative	49,555	31,818
Income from operations	259,611	102,053
Interest expense	5,168	5,582
Interest income	9,597	4,772
Income from consolidated companies before taxes	264,040	101,243
Provision for income taxes	92,414	35,435
Income from consolidated companies	171,626	65,808
Equity in net income/loss of joint venture		--
Net income	\$ 171,626	\$ 65,808
Earnings per share	\$ 0.93	\$ 0.38
Average common shares and equivalents	184,001	172,616

APPLIED MATERIALS, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS*

(In thousands)	JAN. 28, 1996	OCT. 29, 1995
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 266,880	\$ 285,845
Short-term investments	545,725	483,487
Accounts receivable, net	932,297	817,730
Inventories	479,662	427,413
Deferred income taxes	196,783	198,888
Other current assets	83,330	98,250
	-----	-----
Total current assets	2,504,677	2,311,613
Property, plant and equipment, net	713,730	630,746
Other assets	24,104	23,020
	-----	-----
Total assets	\$3,242,511	\$2,965,379
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable	\$ 58,844	\$ 61,748
Current portion of long-term debt	22,492	21,064
Accounts payable and accrued expenses	757,063	659,572
Income taxes payable	131,174	119,347
	-----	-----
Total current liabilities	969,573	861,731
Long-term debt	279,576	279,807
Deferred income taxes and other non-current obligations	50,162	40,338
	-----	-----
Total liabilities	1,299,311	1,181,876
Stockholders' equity:		
Common stock	1,794	1,792
Additional paid-in capital	753,048	760,057
Retained earnings	1,171,605	999,979
Cumulative translation adjustments	16,753	21,675
	-----	-----
Total stockholders' equity	1,943,200	1,783,503
	-----	-----
Total liabilities and stockholders' equity	\$3,242,511	\$2,965,379

*Amounts as of January 28, 1996 are unaudited. Amounts as of October 29, 1995 were obtained from the October 29, 1995 audited financial statements.