

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) February 11, 1997

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 11, 1997, the Company issued a press release announcing its results of operations for the three months ended January 26, 1997. A copy of the financial statements attached to the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

Exhibit Number -----	Exhibit -----
99.1	Financial Statements attached to Press Release, dated February 11, 1997, 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 11, 1997

APPLIED MATERIALS, INC.
(Registrant)

By: /s/ GERALD F. TAYLOR

Gerald F. Taylor
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

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

(In thousands, except per share data)	Three Months Ended	
	Jan. 26, 1997	Jan. 28, 1996
Net sales	\$835,776	\$1,040,580
Cost of products sold	464,120	543,780
Gross margin	371,656	496,800
Operating expenses:		
Research, development and engineering	116,492	110,352
Marketing and selling	66,271	77,282
General and administrative	59,608	49,555
Acquired in-process research and development	59,500	-
Income from operations	69,785	259,611
Interest expense	5,800	5,168
Interest income	13,557	9,597
Income from consolidated companies before taxes	77,542	264,040
Provision for income taxes	47,965	92,414
Income from consolidated companies	29,577	171,626
Equity in net income/loss of joint venture	-	-
Net income	\$ 29,577	\$ 171,626
Earnings per share	\$ 0.16	\$ 0.93
Average common shares and equivalents	185,432	184,001

APPLIED MATERIALS, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS*

(In thousands)	Jan. 26, 1997	Oct. 27, 1996
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 369,358	\$ 403,888
Short-term investments	697,081	633,744
Accounts receivable, net	765,569	822,384
Inventories	441,681	478,552
Deferred income taxes	279,254	281,586
Other current assets	67,264	72,915
Total current assets	2,620,207	2,693,069
Property, plant and equipment, net	912,729	919,038
Other assets	245,549	25,880
Total assets	\$3,778,485	\$3,637,987
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable	\$ 35,787	\$ 77,522
Current portion of long-term debt	7,585	22,640
Accounts payable and accrued expenses	826,259	791,897
Income taxes payable	133,347	43,168
Total current liabilities	1,002,978	935,227
Long-term debt	233,677	275,485
Deferred income taxes and other non-current obligations	109,636	56,850
Total liabilities	1,346,291	1,267,562
Stockholders' equity:		
Common stock	1,811	1,802
Additional paid-in capital	798,528	763,376
Retained earnings	1,629,141	1,599,564
Cumulative translation adjustments	2,714	5,683
Total stockholders' equity	2,432,194	2,370,425
Total liabilities and stockholders' equity	\$3,778,485	\$3,637,987

* Amounts as of January 26, 1997 are unaudited. Amounts as of October 27, 1996 were obtained from the October 27, 1996 audited financial statements.