

KLA TENCOR CORP

Form 4

December 13, 2004

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BARNHOLT EDWARD W

(Last) (First) (Middle)

C/O KLA-TENCOR  
CORPORATION, 160 RIO  
ROBLES

(Street)

SAN JOSE, CA 95130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
KLA TENCOR CORP [KLAC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	12/10/2004		M		10,000	A	\$ 23.28
Common Stock	12/10/2004		S		10,000	D	\$ 46.3877

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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**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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nun of S
Non-Qualified Stock Option (right to buy)	\$ 23.28	12/10/2004		M	10,000	09/20/2000	09/20/2005	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 10.63					04/25/1997	10/25/2006	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 11.66					09/21/1999	09/21/2008	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 17.59					11/17/1998	11/17/2008	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 26.25					11/10/2000	11/10/2010	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 34.94					09/19/1998	09/19/2007	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2002	11/08/2012	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 40.68					10/18/2004	10/18/2014	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 46.28					11/16/1999	11/16/2009	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 47.23					11/09/2001	11/09/2011	Common Stock	10
Non-Qualified Stock Option	\$ 59.44					11/05/2003	11/05/2013	Common Stock	10

(right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
BARNHOLT EDWARD W C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130	X

## Signatures

By: Stuart J. Nichols For: Edward W.  
Barnholt

12/13/2004

\_\_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).

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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