

KLA TENCOR CORP
Form 4
May 02, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
05/02/2006

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 1,000 | D | |
| Common Stock-Restricted Stock Units ⁽¹⁾ | | | | | 1,000 | D | |

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

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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 of Underlying Security (Instr. 3 and 4) | 8. Date Acquired or Disposed of (Month/Day/Year) | 9. Title | 10. Amount or Number of Underlying Securities |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|---|
| Non-Qualified Stock Option (right to buy) | \$ 47.86 | 05/02/2006 | | A | 1,250 | 05/02/2006 05/02/2013 | Common Stock | | | 1 |
| 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 | | | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 37.05 | | | | | 11/08/2002 11/08/2012 | Common Stock | | | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 40.24 | | | | | 05/11/2005 05/11/2015 | Common Stock | | | 2 |
| 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) | \$ 44.76 | | | | | 01/25/2005 01/25/2015 | Common Stock | | | 2 |
| Non-Qualified Stock Option (right to buy) | \$ 46.28 | | | | | 11/16/1999 11/16/2009 | Common Stock | | | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 47.23 | | | | | 11/09/2001 11/09/2011 | Common Stock | | | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 49.99 | | | | | 11/04/2005 11/04/2012 | Common Stock | | | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 51.35 | | | | | 08/02/2005 08/02/2012 ⁽²⁾ | Common Stock | | | 2 |

| | | | | | |
|---|----------|--|------------|------------|-----------------|
| Stock Option (right to buy) | | | | | Stock |
| Non-Qualified Stock Option (right to buy) | \$ 51.98 | | 01/31/2006 | 01/31/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 59.44 | | 11/05/2003 | 11/05/2013 | Common Stock |

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

05/02/2006

**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).

- (1) Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.
- (2) Option expiration date was reported incorrectly on the original Form 4.

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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