

KLA TENCOR CORP  
Form 4  
September 08, 2015

**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 \*  
Bell Bobby R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/03/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Executive Vice President

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

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

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

MILPITAS, CA 95035

(City) (State) (Zip)

**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 - Restricted Stock Units (1)	09/03/2015		A	13,125 (2) (3)	A \$ 0	67,398 (4) (5)	D
Common Stock	09/03/2015		M	6,563	A \$ 0 (6)	23,588.917	D
Common Stock	09/03/2015		F	3,425 (7)	D \$ 48.83	20,163.917	D

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



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and will vest in the remaining fifty percent (50%) upon his completion of four years of service following the grant date of the award (August 2, 2012). The shares of common stock will be issued as the performance-based RSUs vest.

Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made

- (4) regarding the achievement of the applicable performance goals. Any such holdings will be reported on a Form 4 within two business days of the date such assessment is made.
- (5) Reflects an increase of 13,125 RSUs in connection with the determination of the level at which the August 2, 2012 performance-based RSUs were attained, less the fifty percent (50%) of such award that vested upon such assessment, as described in footnote 3.

- (6) As noted in Footnote 2, on August 2, 2012, the Reporting Person received a grant of performance-based RSUs that, following the completion of fiscal year 2015, was determined by the Compensation Committee of KLA-Tencor's Board of Directors (on September 3, 2015) to cover, based on KLA-Tencor's financial performance, 13,125 shares of KLA-Tencor common stock. On September 3, 2015, the reporting person vested in fifty percent (50%) of such performance-based RSUs.

- (7) Pursuant to such terms of the August 2, 2012 RSU grant, 3,425 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on such determination date (September 3, 2015).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.