

Lorig Brian  
Form 4  
August 07, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lorig Brian

(Last) (First) (Middle)

ONE TECHNOLOGY DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/03/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock -<br>Restricted<br>Stock Units<br>(1) | 08/03/2018                              |                                                             | M                                    | 938 (2) D                                                               | \$ 0 27,040 (3)                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                                       | 08/03/2018                              |                                                             | M                                    | 938 (2) A                                                               | \$ 0 1,504                                                                                                         | D                                                                       |                                                                   |
| Common<br>Stock                                       | 08/03/2018                              |                                                             | F                                    | 325 (4) D                                                               | \$ 119.59 1,179                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock -                                     | 08/04/2018                              |                                                             | M                                    | 1,550 (5) D                                                             | \$ 0 25,490 (3)                                                                                                    | D                                                                       |                                                                   |

Restricted  
Stock Units  
(1)

|                                                       |            |   |              |   |              |            |   |
|-------------------------------------------------------|------------|---|--------------|---|--------------|------------|---|
| Common<br>Stock                                       | 08/04/2018 | M | 1,550<br>(5) | A | \$ 0         | 2,729      | D |
| Common<br>Stock                                       | 08/04/2018 | F | 536 (4)      | D | \$<br>119.59 | 2,193      | D |
| Common<br>Stock -<br>Restricted<br>Stock Units<br>(1) | 08/04/2018 | M | 1,550<br>(6) | D | \$ 0         | 23,940 (3) | D |
| Common<br>Stock                                       | 08/04/2018 | M | 1,550<br>(6) | A | \$ 0         | 3,743      | D |
| Common<br>Stock                                       | 08/04/2018 | F | 536 (4)      | D | \$<br>119.59 | 3,207      | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           | SVP     |       |

Lorig Brian  
ONE TECHNOLOGY DRIVE  
MILPITAS, CA 95035

## Signatures

/s/ Teri A. Little, attorney-in-fact for Brian  
Lorig

08/07/2018

\_\_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 ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
- (2) On August 3, 2017, the Reporting Person was granted an RSU for 3,752 shares of KLA-Tencor Common Stock. On August 3, 2018, 25% of those shares vested.  
  
Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made
- (3) 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.  
  
Pursuant to the terms of the grant, shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax
- (4) 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 August 3, 2018.
- (5) On August 4, 2016, the Reporting Person was granted an RSU for 6,200 shares of KLA-Tencor Common Stock. On August 4, 2018, 25% of those shares vested.
- (6) On August 4, 2016, the Reporting Person was granted an RSU for 3,100 shares of KLA-Tencor Common Stock. On August 4, 2018, 50% of those shares vested.

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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