

KLA TENCOR CORP

Form 4

November 07, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
11/04/2005

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)
Common Stock-Restricted Stock Units ⁽¹⁾	11/04/2005		A	1,000	A \$ 0 (2)	1,000	D

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)

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

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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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 49.99	11/04/2005		A	1,250			11/04/2005	11/04/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 10.63							04/25/1997	10/25/2006	Common Stock	1
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	1
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	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
	\$ 47.23							11/09/2001	11/09/2011		1

Non-Qualified Stock Option (right to buy)				Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 51.35	08/02/2005	08/02/2012 ⁽³⁾	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 59.44	11/05/2003	11/05/2013	Common Stock	1

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

11/07/2005

____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) The restricted stock units will fully vest one year from date of grant and will not be deliverable until three years from the date of grant.
- (3) 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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