

KLA TENCOR CORP

Form 4

May 11, 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)
05/11/2005

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)
			Code	V	Amount	(D)	Price

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 40.24	05/11/2005	A		2,500		05/11/2005	05/11/2015	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 10.63						04/25/1997	10/25/2006	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 11.66						09/21/1999	09/21/2008	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 17.59						11/17/1998	11/17/2008	Common Stock	5,800
Non-Qualified Stock Option (right to buy)	\$ 26.25						11/10/2000	11/10/2010	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 34.94						09/19/1998	09/19/2007	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 37.05						11/08/2002	11/08/2012	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 40.68						10/18/2004	10/18/2014	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 44.76						01/25/2005	01/25/2015	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 46.28						11/16/1999	11/16/2009	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 47.23						11/09/2001	11/09/2011	Common Stock	10,000
Non-Qualified Stock Option	\$ 59.44						11/05/2003	11/05/2013	Common Stock	10,000

(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 Barnholt 05/11/2005

__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).

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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