

KLA TENCOR CORP
Form 4
August 01, 2013

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 *
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)
07/30/2013

____ 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 or Price		
Common Stock	07/30/2013		M		3,875 A \$ 45.16	D	
Common Stock	07/30/2013		S ⁽¹⁾		3,875 D \$ 58.102	D	
Common Stock	07/30/2013		M		2,325 A \$ 40.66	D	
Common Stock	07/30/2013		S ⁽¹⁾		2,325 D \$ 58.102	D	

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Common Stock	07/30/2013	M	20,500	A	\$ 39.89	34,980	D
Common Stock	07/30/2013	S ⁽¹⁾	20,500	D	\$ 58.404 <u>(4)</u>	14,480	D
Common Stock	07/30/2013	M	10,250	A	\$ 39.89	24,730	D
Common Stock	07/30/2013	S ⁽¹⁾	10,250	D	\$ 58.404 <u>(5)</u>	14,480	D
Common Stock - Restricted Stock Units ⁽⁶⁾						127,000 <u>(7)</u>	D

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 45.16	07/30/2013		M	3,875	<u>(8)</u>	04/26/2014	Common Stock	3,875
Non-Qualified Stock Option (Right to Buy)	\$ 40.66	07/30/2013		M	2,325	<u>(9)</u>	08/02/2014	Common Stock	2,325
Non-Qualified Stock Option (Right to Buy)	\$ 39.89	07/30/2013		M	20,500	<u>(10)</u>	09/16/2014	Common Stock	20,500
Non-Qualified Stock Option	\$ 39.89	07/30/2013		M	10,250	<u>(11)</u>	09/16/2014	Common Stock	10,250

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bell Bobby R C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035			Executive Vice President	

Signatures

Brian M. Martin as Attorney-in-Fact for Bobby
R. Bell 08/01/2013

__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) This sale was effected pursuant to the terms of a Rule 105-1 trading plan adopted by the Reporting Person on May 30, 2013.
This transaction was executed in multiple trades at prices ranging from \$58.02 to \$58.18. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$58.06 to \$58.21. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$58.22 to \$58.62. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$58.18 to \$58.60. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made regarding the achievement of the applicable performance goals. Any such holdings will be reported on Form 4 within two business days of the date such assessment is made.
- (6) Represents a stock option granted on April 26, 2004, granting the Reporting Person the right to purchase up to 3,875 shares of KLA-Tencor common stock. 775 of the shares subject to this stock option vested on October 27, 2004, and 1/48th of the remaining 3,100 shares subject to this stock option vested on November 27, 2004 and each monthly anniversary thereafter until October 27, 2008.
- (7) Represents a stock option granted on August 2, 2004, granting the Reporting Person the right to purchase up to 2,325 shares of KLA-Tencor common stock. 465 of the shares subject to this stock option vested on October 27, 2004, and 1/48th of the remaining 1,860 shares subject to this stock option vested on November 27, 2004 and each monthly anniversary thereafter until October 27, 2008.
- (8) Represents a stock option granted on September 16, 2004, granting the Reporting Person the right to purchase up to 20,500 shares of KLA-Tencor common stock. 4,100 of the shares subject to this stock option vested on September 16, 2005, and 1/48th of the remaining 16,400 shares subject to this stock option vested on October 16, 2005 and each monthly anniversary thereafter until September 16, 2009.
- (9) Represents a stock option granted on September 16, 2004, granting the Reporting Person the right to purchase up to 10,250 shares of KLA-Tencor common stock. 2,050 of the shares subject to this stock option vested on September 16, 2006, and 1/48th of the remaining 8,200 shares subject to this stock option vested on October 16, 2006 and each monthly anniversary thereafter until September 16, 2010.
- (10)
- (11)

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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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