

KLA TENCOR CORP

Form 4

February 01, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BINGHAM H RAYMOND

(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)
01/31/2006

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⁾			Code V	Amount (D) Price	1,000	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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. Date Exercisable Expiration Date	9. Title	10. Amount of
Non-Qualified Stock Option (right to buy)	\$ 51.98	01/31/2006		A	1,250	01/31/2006	01/31/2013	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		5
Non-Qualified Stock Option (right to buy)	\$ 47.23					11/09/2001	11/09/2011	Common Stock		1
Non-Qualified Stock Option (right to buy)	\$ 49.99					11/04/2005	11/04/2012	Common Stock		3
Non-Qualified Stock Option (right to buy)	\$ 51.35					08/02/2005	08/02/2012 ⁽²⁾	Common Stock		2
Non-Qualified Stock Option (right to buy)	\$ 52.75					08/15/2000	08/15/2010	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

X

BINGHAM H RAYMOND
C/O KLA-TENCOR CORPORATION
160 RIO ROBLES
SAN JOSE, CA 95130

Signatures

By: Stuart J. Nichols For: H. Raymond
Bingham

02/01/2006

__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) 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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