

KLA TENCOR CORP
Form 4
March 30, 2007

FORM 4

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

OMB APPROVAL

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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)
03/29/2007

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 Ownership (Instr. 4)
Common Stock-Restricted Stock Units ⁽¹⁾	03/29/2007		A	1,403	A \$ 0 ⁽²⁾ 2,403	D	
Common Stock					1,000	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)

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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 Securities (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)	\$ 17.59					11/17/1998	11/17/2008	Common Stock	5,83
Non-Qualified Stock Option (right to buy)	\$ 26.25					11/10/2000	11/10/2010	Common Stock	10,00
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2002	11/08/2012	Common Stock	10,00
Non-Qualified Stock Option (right to buy)	\$ 40.24					05/11/2005	05/11/2015	Common Stock	2,500
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)	\$ 41.45					08/01/2006	08/01/2013	Common Stock	1,250
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 (right to buy)	\$ 47.86					05/02/2006	05/02/2013	Common Stock	1,250

Non-Qualified Stock Option (right to buy)	\$ 49.99	11/04/2005	11/04/2012	Common Stock	1,25
Non-Qualified Stock Option (right to buy)	\$ 50.39	02/14/2007	02/14/2014	Common Stock	3,12
Non-Qualified Stock Option (right to buy)	\$ 51.35	08/02/2005	08/02/2012 ⁽³⁾	Common Stock	2,50
Non-Qualified Stock Option (right to buy)	\$ 51.98	01/31/2006	01/31/2013	Common Stock	1,25
Non-Qualified Stock Option (right to buy)	\$ 59.44	11/05/2003	11/05/2013	Common Stock	10,00

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: John Kispert For: Edward W.
Barnholt 03/30/2007

__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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