### KLA TENCOR CORP

Form 4

August 09, 2016

# FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

Form 4 or

Form 5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Khan Ahmad A.

2. Issuer Name and Ticker or Trading Symbol

KLA TENCOR CORP [KLAC]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

(Zip)

(Check all applicable)

C/O KLA-TENCOR CORPORATION, ONE

3. Date of Earliest Transaction (Month/Day/Year)

08/06/2016

Director 10% Owner Other (specify \_X\_\_ Officer (give title

below) EVP, Patterning Division

**TECHNOLOGY DRIVE** 

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MILPITAS, CA 95035

(State)

(City)	(State) (E	Table	I - Non-Do	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	08/06/2016		M	3,313 (1)	A	\$0	21,103	D	
Common Stock	08/06/2016		F	1,246 (2)	D	\$ 77.63	19,857	D	
Common Stock	08/07/2016		M	2,288 (3)	A	\$0	22,145	D	
Common Stock	08/07/2016		F	860 (4)	D	\$ 77.63	21,285	D	
Common Stock -							52,728 (6)	D	

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Restricted Stock Units

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
·	Director	10% Owner	Officer	Other				
Khan Ahmad A. C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035			EVP, Patterning Division					

# **Signatures**

Teri Little as Attorney-in-Fact for Ahmad A. Khan

\*\*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).
- On August 6, 2015, the Reporting Person received a grant of RSUs covering 13,350 shares of KLA-Tencor common stock. On August 6, 2016, the Reporting Person vested in twenty-five percent (25%) of such RSUs.

08/09/2016

**(2)** 

Reporting Owners 2

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Pursuant to such terms of the August 6, 2015 RSU grant, 1,246 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the last completed trading day immediately prior to such vesting date.

- (3) On August 7, 2014, the Reporting Person received a grant of restricted stock units ("RSUs") covering 9,150 shares of KLA-Tencor common stock. On August 7, 2015, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
  - Pursuant to such terms of the August 7, 2014 RSU grant, 860 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock
- (4) Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the last completed trading day immediately prior to such vesting date.
- (5) Each 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
- (6) regarding the achievement of the applicable performance goals. Any such holdings will be reported on a Form 4 within two business days of the date such assessment is made.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.