

YARBRO STAN
Form 4
October 27, 2004

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 *
YARBRO STAN

(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)
10/26/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Group VP, Field Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
			Code	V	Amount				
Common Stock	10/26/2004		M		499	A	\$ 34.67	1,131	D
Common Stock	10/26/2004		S		499	D	\$ 43.79	632	D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 26.25	10/26/2004		M	2,042	11/10/2005	11/10/2010	Common Stock	2,042
Non-Qualified Stock Option (right to buy)	\$ 29.31	10/26/2004		M	4,926	10/02/2002	10/02/2011	Common Stock	4,926
Non-Qualified Stock Option (right to buy)	\$ 29.31	10/26/2004		M	324	10/02/2002	10/02/2011	Common Stock	324
Non-Qualified Stock Option (right to buy)	\$ 32.75	10/26/2004		M	600	04/04/2002	04/04/2011	Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 32.75	10/26/2004		M	68	04/04/2002	04/04/2011	Common Stock	68
Non-Qualified Stock Option (right to buy)	\$ 32.75	10/26/2004		M	600	04/04/2002	04/04/2011	Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 32.75	10/26/2004		M	774	04/04/2002	04/04/2011	Common Stock	774
Non-Qualified Stock Option (right to buy)	\$ 33.75	10/26/2004		M	334	10/27/2000	10/27/2009	Common Stock	334
Non-Qualified Stock Option (right to buy)	\$ 34.67	10/26/2004		M	398	11/08/2003	01/28/2013	Common Stock	398
Non-Qualified Stock Option (right to buy)	\$ 34.67	10/26/2004		M	2,867	11/08/2003	01/28/2013	Common Stock	2,867
	\$ 34.67	10/26/2004		M	3,902	11/08/2003	01/28/2013		3,902

								Common Stock		
Non-Qualified Stock Option (right to buy)										
Non-Qualified Stock Option (right to buy)	\$ 34.67	10/26/2004		M	499	11/08/2003	01/28/2013	Common Stock	49	
Non-Qualified Stock Option (right to buy)	\$ 37.05	10/26/2004		M	300	11/08/2003	11/08/2012	Common Stock	30	
Non-Qualified Stock Option (right to buy)	\$ 37.05	10/26/2004		M	2,233	11/08/2003	11/08/2012	Common Stock	2,2	
Non-Qualified Stock Option (right to buy)	\$ 37.05	10/26/2004		M	700	11/08/2003	11/08/2012	Common Stock	70	
Non-Qualified Stock Option (right to buy)	\$ 37.05	10/26/2004		M	600	11/08/2003	11/08/2012	Common Stock	60	
Non-Qualified Stock Option (right to buy)	\$ 44.6875					08/13/2000	08/13/2010	Common Stock	3,2	
Non-Qualified Stock Option (right to buy)	\$ 51.229					11/08/2003	07/30/2013	Common Stock	3,8	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YARBRO STAN C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			Group VP, Field Operations	

Signatures

By: Stuart J. Nichols For: Stan K. Yarbro 10/26/2004

__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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