

Bell Bobby R
Form 4
August 03, 2012

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 *
Bell Bobby R

(Last) (First) (Middle)

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KLA TENCOR CORP [KLAC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2012

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)
Executive Vice President

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock - Restricted Stock Units <u>(1)</u>	08/02/2012		A	16,500 <u>(2)</u> <u>(3)</u>	A	\$ 0	102,200 <u>(5)</u> D
Common Stock - Restricted Stock Units <u>(1)</u>	08/02/2012		A	31,300 <u>(4)</u>	A	\$ 0	133,500 <u>(5)</u> D
						13,945	D

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financial statements for the 2012 fiscal year, the Compensation Committee of KLA-Tencor's Board of Directors determined on August 2, 2012 the level at which the corporate performance goals were attained and, based on the assessment, determined that the number of shares subject to the RSUs is 16,500.

- (3) The Reporting Person will vest in fifty percent (50%) of the RSUs upon his completion of two years of service with KLA-Tencor measured from the grant date (August 5, 2010) and will vest in the remaining fifty percent (50%) upon his completion of an additional two years of service thereafter. The shares of common stock will be issued as the RSUs vest.

- Represents grants of RSUs subject only to service-vesting requirements. 10,500 of these RSUs are subject to the following vesting schedule: The Reporting Person will vest in twenty-five percent (25%) of the RSUs on the one-year anniversary of the grant date (August 2, 2012) and an additional twenty-five percent (25%) on each annual anniversary of the grant date thereafter through August 2, 2016, in each case subject to the Reporting Person continuing as a service provider to KLA-Tencor through the applicable vesting date. The remaining 20,800 of these RSUs are subject to the following vesting schedule: The Reporting Person will vest in fifty percent (50%) of the RSUs upon his completion of two years of service with KLA-Tencor measured from the grant date (August 2, 2012) and will vest in the remaining fifty percent (50%) upon his completion of an additional two years of service thereafter. With respect to all of these RSUs, the shares of common stock will be issued as the RSUs vest.
- (4)

- 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.
- (5)

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.