

KLA TENCOR CORP
 Form 5
 August 11, 2005

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WALLACE RICHARD P
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

C/O KLA TENCOR, 160 RIO ROBLES
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

SAN JOSE, CA 95134
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	(A) Amount (D) Price	3,551	D	Â
Common Stock-Restricted Stock Units	Â	Â	Â	Â	41,111	D	Â

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option	\$ 26.25	Â	Â	Â	Â Â	11/10/2001 11/10/2010	Common Stock 7,0
Non-Qualified Stock Option	\$ 29.31	Â	Â	Â	Â Â	10/02/2002 10/02/2011	Common Stock 25,5
Non-Qualified Stock Option	\$ 32.75	Â	Â	Â	Â Â	04/04/2002 04/04/2011	Common Stock 8,4
Non-Qualified Stock Option	\$ 34.67	Â	Â	Â	Â Â	11/08/2003 01/28/2013	Common Stock 20,0
Non-Qualified Stock Option	\$ 37.05	Â	Â	Â	Â Â	11/08/2003 11/08/2012	Common Stock 10,0
Non-Qualified Stock Option	\$ 40.14	Â	Â	Â	Â Â	05/22/2004 05/22/2013	Common Stock 1,0
Non-Qualified Stock Option	\$ 40.66	Â	Â	Â	Â Â	10/27/2004 08/02/2014	Common Stock 11,2
Non-Qualified Stock Option	\$ 41.79	Â	Â	Â	Â Â	09/21/2005 09/21/2014	Common Stock 75,0
Non-Qualified Stock Option	\$ 44.6875	Â	Â	Â	Â Â	08/13/2000 08/13/2010	Common Stock 19,1
Non-Qualified Stock Option	\$ 45.16	Â	Â	Â	Â Â	10/27/2004 04/26/2014	Common Stock 18,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALLACE RICHARD P C/O KLA TENCOR 160 RIO ROBLES SAN JOSE, CA 95134	Â	Â	Â Executive Vice President	Â

Signatures

Richard P.
Wallace

08/11/2005

__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).

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