

KLA TENCOR CORP
 Form 4
 May 03, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
05/03/2007

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					1,000	D	
Common Stock-Restricted Stock Units ⁽¹⁾					2,403	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 55.88	05/01/2007		A	1,875	05/01/2007 ⁽²⁾ 04/30/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.59					11/17/1998 11/17/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.25					11/10/2000 11/10/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2002 11/08/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 40.24					05/11/2005 05/11/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 40.68					10/18/2004 10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 41.45					08/01/2006 08/01/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 44.76					01/25/2005 01/25/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.28					11/16/1999 11/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 47.23					11/09/2001 11/09/2011	Common Stock
Non-Qualified	\$ 47.86					05/02/2006 05/02/2013	Common

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

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 Barnholt 05/03/2007

__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 Option is immediately exercisable for all the underlying shares.
- (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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