

TOMPKINS JON D
Form 5
August 11, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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 *
TOMPKINS JON D

(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)

Director 10% Owner
 Officer (give title below) Other (specify below)

KLA TENCOR, 160 RIO ROBLES
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2006

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

6. Individual or Joint/Group Reporting (check applicable line)

SAN JOSE, CA 95134

(City) (State) (Zip)

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) | (A) or (D) | Price | 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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | | | | | | | 4,200 | D | |
| Common Stock - Restricted Stock Units | | | | | | | 1,000 | D | |

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

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SEC 2270 (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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option | \$ 44.76 | Â | Â | Â | Â Â | 01/25/2005 01/25/2015 | Common Stock 2,5 |
| Non-Qualified Stock Option | \$ 47.86 | Â | Â | Â | Â Â | 05/02/2006 05/02/2013 | Common Stock 1,2 |
| Non-Qualified Stock Option | \$ 49.99 | Â | Â | Â | Â Â | 11/04/2005 11/04/2012 | Common Stock 1,2 |
| Non-Qualified Stock Option | \$ 51.35 | Â | Â | Â | Â Â | 08/02/2005 08/02/2012 | Common Stock 2,5 |
| Non-Qualified Stock Option | \$ 51.98 | Â | Â | Â | Â Â | 01/31/2006 01/31/2013 | Common Stock 1,2 |
| Non-Qualified Stock Option | \$ 59.44 | Â | Â | Â | Â Â | 11/05/2003 11/05/2013 | Common Stock 10,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TOMPKINS JON D KLA TENCOR 160 RIO ROBLES SAN JOSE, CA 95134 | Â X | Â | Â | Â |

Signatures

Jon D.
Tompkins

08/11/2006

**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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Remarks:

Voluntary^ filing^ to^ show^ all^ holdings^ as^ of^ 6/30/2006.

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