

KLA TENCOR CORP
Form 4
March 03, 2005

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 *
LEVY KENNETH

(Last) (First) (Middle)

C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2005

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)
Chairman of the Board

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)	Price				
				Code	V	Amount			
Common Stock	03/01/2005		S	D	20,000	\$ 50.0012	338,000	I	KGMW, LP
Common Stock							1,060	D	
Common Stock							1,719,375	I	by Levy Family Trust
Common Stock							40,000	I	Levy Family Foundation

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

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(9-02)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option	\$ 10.63					08/31/1999	08/31/2008	Common Stock	204,270
Non-Qualified Stock Option	\$ 10.81					10/07/1997	10/08/2006	Common Stock	75,000
Non-Qualified Stock Option	\$ 16.97					10/23/1999	10/23/2008	Common Stock	220,720
Non-Qualified Stock Option	\$ 26.25					11/10/2001	11/10/2010	Common Stock	18,951
Non-Qualified Stock Option	\$ 29.31					10/02/2002	10/02/2011	Common Stock	28,425
Non-Qualified Stock Option	\$ 32.75					04/04/2002	04/04/2011	Common Stock	18,951
Non-Qualified Stock Option	\$ 33.75					10/27/2000	10/27/2009	Common Stock	90,000
Non-Qualified Stock Option	\$ 34.67					11/08/2003	01/28/2013	Common Stock	15,724
Non-Qualified Stock Option	\$ 37.05					11/08/2003	11/08/2012	Common Stock	7,863
Non-Qualified Stock Option	\$ 40.66					10/27/2004	08/02/2014	Common Stock	4,500
Non-Qualified Stock Option	\$ 41.79					09/21/2005	09/21/2014	Common Stock	50,000
Non-Qualified Stock Option	\$ 44.6875					08/13/2000	08/13/2010	Common Stock	37,901

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Non-Qualified Stock Option	\$ 45.16	10/27/2004	04/26/2014	Common Stock	7,500
Non-Qualified Stock Option	\$ 51.229	11/08/2003	07/30/2013	Common Stock	7,863
Non-Qualified Stock Option	\$ 53.86	10/27/2004	10/27/2013	Common Stock	12,000
Non-Qualified Stock Option	\$ 58.1	10/27/2004	01/27/2014	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVY KENNETH C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95134	X		Chairman of the Board	

Signatures

Kenneth Levy 03/03/2005
 __Signature of Date
 Reporting Person

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. 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.