

KLA TENCOR CORP
 Form 4
 May 27, 2005

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 *
LAMB MAUREEN L

(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)
05/26/2005

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)
VP Finance & Treasury

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/26/2005		M			334	A	\$ 33.75	4,510	D	
Common Stock	05/26/2005		S			334	D	\$ 45	4,176	D	
Common Stock	05/26/2005		M			750	A	\$ 26.25	4,926	D	
Common Stock	05/26/2005		S			750	D	\$ 45	4,176	D	
Common Stock	05/26/2005		M			625	A	\$ 32.75	4,801	D	

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Common Stock	05/26/2005	S	625	D	\$ 45.02	4,176	D
Common Stock	05/26/2005	M	1,875	A	\$ 29.31	6,051	D
Common Stock	05/26/2005	S	1,875	D	\$ 45	4,176	D
Common Stock	05/26/2005	M	1,875	A	\$ 37.05	6,051	D
Common Stock	05/26/2005	S	1,875	D	\$ 45	4,176	D
Common Stock	05/26/2005	M	2,250	A	\$ 34.67	6,426	D
Common Stock	05/26/2005	S	2,250	D	\$ 45.0517	4,176	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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 26.25	05/26/2005		M	750	11/10/2001 11/10/2010	Common Stock	750	
Non-Qualified Stock Option (right to buy)	\$ 29.31	05/26/2005		M	1,875	10/02/2002 10/02/2011	Common Stock	1,875	
Non-Qualified Stock Option (right to buy)	\$ 32.75	05/26/2005		M	625	04/04/2002 04/04/2011	Common Stock	625	
	\$ 33.75	05/26/2005		M	334	10/27/2000 10/27/2009		334	

Option Type	Exercise Price	Grant Date	Expiration Date	Term	Quantity	Start Date	End Date	Stock Type	Quantity
Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 34.67	05/26/2005		M	2,250	11/08/2003	01/28/2013	Common Stock	2,250
Non-Qualified Stock Option (right to buy)	\$ 37.05	05/26/2005		M	1,875	11/08/2003	11/08/2012	Common Stock	1,875
Non-Qualified Stock Option (right to buy)	\$ 40.66					10/27/2004	08/02/2014	Common Stock	2,250
Non-Qualified Stock Option (right to buy)	\$ 41.79					09/21/2005	09/21/2014	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 44.6875					08/13/2001	08/13/2010	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 45.16					10/27/2004	04/26/2014	Common Stock	3,750
Non-Qualified Stock Option (right to buy)	\$ 51.229					11/08/2003	07/30/2013	Common Stock	3,750
Non-Qualified Stock Option (right to buy)	\$ 53.86					10/27/2004	10/27/2013	Common Stock	6,000
Non-Qualified Stock Option (right to buy)	\$ 58.1					10/27/2004	01/27/2014	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMB MAUREEN L C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			VP Finance & Treasury	

Signatures

By: Stuart J. Nichols For: Maureen Lamb
Date: 05/27/2005

**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).

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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