

KLA TENCOR CORP  
Form 4  
August 06, 2013

**FORM 4**

**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).

**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 \*  
Martin Brian

(Last) (First) (Middle)

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/02/2013

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)  
Executive VP & General Counsel

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/02/2013		A	1,825 A <u>(1)</u>	3,102 <u>(2)</u>	D	
Common Stock	08/02/2013		F	686 <u>(3)</u> D \$ 59.5	2,416	D	
Common Stock	08/03/2013		A	5,525 A <u>(4)</u>	7,941	D	
Common Stock	08/03/2013		F	2,077 <u>(5)</u> D \$ 59.5	5,864	D	
Common Stock	08/03/2013		A	5,525 A <u>(6)</u>	11,389	D	

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Common Stock	08/03/2013	F	2,077 (7)	D	\$ 59.5	9,312	D
Common Stock	08/03/2013	A	9,700	A	(8)	19,012	D
Common Stock	08/03/2013	F	4,488 (9)	D	\$ 59.5	14,524	D
Common Stock	08/04/2013	A	3,600	A	(10)	18,124	D
Common Stock	08/04/2013	F	1,879 (11)	D	\$ 59.5	16,245	D
Common Stock - Restricted Stock Units (12)						18,975 (13)	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Brian C/O KLA-TENCOR CORPORATION			Executive VP & General	

ONE TECHNOLOGY DRIVE  
MILPITAS, CA 95035

Counsel

## Signatures

Brian M. Martin

08/06/2013

\_\_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) On August 2, 2012, the Reporting Person received a grant of restricted stock units ("RSUs") covering 7,300 shares of KLA-Tencor common stock. On August 2, 2013, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- (2) Includes 85 shares of KLA-Tencor common stock acquired by the Reporting Person under the KLA-Tencor Employee Stock Purchase Plan on June 30, 2013.
- (3) Pursuant to such terms of the August 2, 2012 RSU grant, 686 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- (4) On August 3, 2009, the Reporting Person received a grant of performance-based RSUs that, following the completion of fiscal year 2010, was determined by the Compensation Committee of KLA-Tencor's Board of Directors (in August 2010) to cover, based on KLA-Tencor's financial performance during fiscal year 2010, 11,050 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of such performance-based RSUs.
- Pursuant to the terms of the August 3, 2009 performance-based RSU grant, 2,077 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (5) On August 3, 2009, the Reporting Person received a grant of RSUs covering 11,050 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of such RSUs.
- Pursuant to the terms of the August 3, 2009 RSU grant, 2,077 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (6) On August 3, 2009, the Reporting Person received a supplemental grant of RSUs covering 19,400 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of such RSUs.
- Pursuant to the terms of the August 3, 2009 supplemental RSU grant, 4,488 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (7) On August 3, 2009, the Reporting Person received a supplemental grant of RSUs covering 19,400 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of such RSUs.
- Pursuant to the terms of the August 3, 2009 supplemental RSU grant, 4,488 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (8) On August 4, 2011, the Reporting Person received a grant of RSUs covering 7,200 shares of KLA-Tencor common stock. On August 4, 2013, the Reporting Person vested in fifty percent (50%) of such RSUs.
- Pursuant to the terms of the August 4, 2011 RSU grant, 1,879 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (9) Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (10) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.
- (11) Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made regarding the achievement of the applicable performance goals. Any such holdings will be reported on Form 4 within two business days of the date such assessment is made.
- (12)
- (13)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Signatures

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