

KLA TENCOR CORP  
Form 4  
January 26, 2005

**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 \*  
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)  
01/25/2005

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)

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 |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|---|

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| Security<br>(Instr. 3)                          | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    |                 |                           |
|---|---|-------------------------|--------------------|---|------------------|-----|---------------------|--------------------|-----------------|---------------------------|
|   |   |                         | Code               | V   | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amo<br>or<br>Num<br>of SH |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 44.76  | 01/25/2005              | A                  |   | 2,500            |     | 01/25/2005          | 01/25/2015         | Common<br>Stock | 2,500                     |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 10.63  |                         |                    |   |                  |     | 04/25/1997          | 10/25/2006         | Common<br>Stock | 10,000                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 11.66  |                         |                    |   |                  |     | 09/21/1999          | 09/21/2008         | Common<br>Stock | 5,000                     |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 17.59  |                         |                    |   |                  |     | 11/17/1998          | 11/17/2008         | Common<br>Stock | 5,800                     |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 26.25  |                         |                    |   |                  |     | 11/10/2000          | 11/10/2010         | Common<br>Stock | 10,000                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 34.94  |                         |                    |   |                  |     | 09/19/1998          | 09/19/2007         | Common<br>Stock | 5,000                     |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 37.05  |                         |                    |   |                  |     | 11/08/2002          | 11/08/2012         | Common<br>Stock | 10,000                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 40.68  |                         |                    |   |                  |     | 10/18/2004          | 10/18/2014         | Common<br>Stock | 2,500                     |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 46.28  |                         |                    |   |                  |     | 11/16/1999          | 11/16/2009         | Common<br>Stock | 10,000                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 47.23  |                         |                    |   |                  |     | 11/09/2001          | 11/09/2011         | Common<br>Stock | 10,000                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 59.44  |                         |                    |   |                  |     | 11/05/2003          | 11/05/2013         | Common<br>Stock | 10,000                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BARNHOLT EDWARD W<br>C/O KLA-TENCOR CORPORATION<br>160 RIO ROBLES<br>SAN JOSE, CA 95130 | X             |           |         |       |

## Signatures

|  |                     |
|--|---------------------|
| By: Stuart J. Nichols For: Edward<br>Barnholt  | 01/26/2005          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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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