

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
X Officer (give title below) ___ Other (specify below)
VP Finance & Treasury

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)	Price		
Common Stock	05/26/2005		M	A	\$ 33.75	4,510	D
Common Stock	05/26/2005		S	D	\$ 45	4,176	D
Common Stock	05/26/2005		M	A	\$ 26.25	4,926	D
Common Stock	05/26/2005		S	D	\$ 45	4,176	D
Common Stock	05/26/2005		M	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	Number of Shares	Underlying Security	Quantity
Non-Qualified Stock Option (right to buy)					Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 34.67	05/26/2005		2,250	Common Stock	2,250
Non-Qualified Stock Option (right to buy)	\$ 37.05	05/26/2005		1,875	Common Stock	1,875
Non-Qualified Stock Option (right to buy)	\$ 40.66		10/27/2004		Common Stock	2,250
Non-Qualified Stock Option (right to buy)	\$ 41.79		09/21/2005		Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 44.6875		08/13/2001		Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 45.16		10/27/2004		Common Stock	3,750
Non-Qualified Stock Option (right to buy)	\$ 51.229		11/08/2003		Common Stock	3,750
Non-Qualified Stock Option (right to buy)	\$ 53.86		10/27/2004		Common Stock	6,000
Non-Qualified Stock Option (right to buy)	\$ 58.1		10/27/2004		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
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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