

LEVY KENNETH
Form 4
September 02, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN JOSE, CA 95130

(City) (State) (Zip)

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 or Disposed of (A) or (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 | 09/01/2005 | | G | V | 30,000 | D | by Levy Fam. Trust |
| Common Stock ⁽²⁾ | | | | | 1,141 | D | |
| Common Stock | | | | | 298,000 | I | KGMW, LP |
| Common Stock | | | | | 40,000 | I | Levy Fam. Foundation |

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 10.63 | | | | | 08/31/1999 | 08/31/2008 | Common Stock | 204,271 |
| Non-Qualified Stock Option (right to buy) | \$ 16.97 | | | | | 10/23/1999 | 10/23/2008 | Common Stock | 220,721 |
| Non-Qualified Stock Option (right to buy) | \$ 26.25 | | | | | 11/10/2001 | 11/10/2010 | Common Stock | 18,951 |
| Non-Qualified Stock Option (right to buy) | \$ 29.31 | | | | | 10/02/2002 | 10/02/2011 | Common Stock | 28,425 |
| Non-Qualified Stock Option (right to buy) | \$ 32.75 | | | | | 04/04/2002 | 04/04/2011 | Common Stock | 18,951 |
| Non-Qualified Stock Option (right to buy) | \$ 33.75 | | | | | 10/27/2000 | 10/27/2009 | Common Stock | 90,000 |
| Non-Qualified Stock Option (right to buy) | \$ 34.67 | | | | | 11/08/2003 | 01/28/2013 | Common Stock | 15,724 |
| Non-Qualified Stock Option (right to buy) | \$ 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 |

| | | | | | | |
|---|------------|------------|------------|-----------------|--------|--|
| (right to buy) | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 41.79 | 09/21/2005 | 09/21/2014 | Common Stock | 50,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 44.6875 | 08/13/2000 | 08/13/2010 | Common Stock | 37,901 | |
| Non-Qualified Stock Option (right to buy) | \$ 45.16 | 10/27/2004 | 04/26/2014 | Common Stock | 7,500 | |
| Non-Qualified Stock Option (right to buy) | \$ 51.229 | 11/08/2003 | 07/30/2013 | Common Stock | 7,863 | |
| Non-Qualified Stock Option (right to buy) | \$ 53.86 | 10/27/2004 | 10/27/2013 | Common Stock | 12,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 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 95130 | X | | Chairman of the Board | |

Signatures

By: Stuart J. Nichols For: Kenneth
Levy 09/02/2005

**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).
- (1) Gift of shares to charity.
- (2) Due to an administrative error, the number of securities beneficially owned by the reporting person was reported incorrectly on the original Form 4.

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.