

KLA TENCOR CORP

Form 4

March 30, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
03/29/2007

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock-Restricted Stock Units <u>(1)</u>	03/29/2007		A		1,403	A	\$ 0 <u>(2)</u>	2,403	D	
Common Stock								1,000	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 17.59					11/17/1998 11/17/2008	Common Stock 5,83
Non-Qualified Stock Option (right to buy)	\$ 26.25					11/10/2000 11/10/2010	Common Stock 10,00
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2002 11/08/2012	Common Stock 10,00
Non-Qualified Stock Option (right to buy)	\$ 40.24					05/11/2005 05/11/2015	Common Stock 2,500
Non-Qualified Stock Option (right to buy)	\$ 40.68					10/18/2004 10/18/2014	Common Stock 2,500
Non-Qualified Stock Option (right to buy)	\$ 41.45					08/01/2006 08/01/2013	Common Stock 1,250
Non-Qualified Stock Option (right to buy)	\$ 44.76					01/25/2005 01/25/2015	Common Stock 2,500
Non-Qualified Stock Option (right to buy)	\$ 46.28					11/16/1999 11/16/2009	Common Stock 10,000
Non-Qualified Stock Option (right to buy)	\$ 47.23					11/09/2001 11/09/2011	Common Stock 10,000
Non-Qualified Stock Option (right to buy)	\$ 47.86					05/02/2006 05/02/2013	Common Stock 1,250

Non-Qualified Stock Option (right to buy)	\$ 49.99	11/04/2005	11/04/2012	Common Stock	1,25
Non-Qualified Stock Option (right to buy)	\$ 50.39	02/14/2007	02/14/2014	Common Stock	3,12
Non-Qualified Stock Option (right to buy)	\$ 51.35	08/02/2005	08/02/2012 ⁽³⁾	Common Stock	2,50
Non-Qualified Stock Option (right to buy)	\$ 51.98	01/31/2006	01/31/2013	Common Stock	1,25
Non-Qualified Stock Option (right to buy)	\$ 59.44	11/05/2003	11/05/2013	Common Stock	10,00

Reporting Owners

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

Signatures

By: John Kispert For: Edward W.
Barnholt 03/30/2007

__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) Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.
- (2) The restricted stock units will fully vest one year from date of grant and will not be deliverable until three years from the date of grant.
- (3) Option expiration date 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.

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