

KLA TENCOR CORP
Form 4
August 06, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
DENTINGER MARK P

(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)
EVP & Chief Financial Officer

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/02/2013		A		2,875	A	① 3,875
Common Stock	08/02/2013		F		1,081	D	\$ 59.5 2,794
Common Stock	08/03/2013		A		10,000	A	③ 12,794
Common Stock	08/03/2013		F		3,758	D	\$ 59.5 9,036
Common Stock	08/03/2013		A		10,000	A	⑤ 19,036

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Common Stock	08/03/2013	F	4,644 (6)	D	\$ 59.5	14,392	D
Common Stock	08/03/2013	A	21,500	A	(7)	35,892	D
Common Stock	08/03/2013	F	11,219 (8)	D	\$ 59.5	24,673	D
Common Stock	08/04/2013	A	6,625	A	(9)	31,298	D
Common Stock	08/04/2013	F	3,457 (10)	D	\$ 59.5	27,841	D
Common Stock - Restricted Stock Units (11)						33,400 (12)	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	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
DENTINGER MARK P C/O KLA-TENCOR CORPORATION			EVP & Chief Financial	

ONE TECHNOLOGY DRIVE
MILPITAS, CA 95035

Officer

Signatures

Brian M. Martin as Attorney-in-Fact for Mark P.
Dentinger

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 11,500 shares of KLA-Tencor common stock. On August 2, 2013, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- (2) Pursuant to the terms of the August 2, 2012 RSU grant, 1,081 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- (3) 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, 20,000 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of such performance-based RSUs.
- (4) Pursuant to the terms of the performance-based August 3, 2009 RSU grant, 3,758 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 20,000 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of the RSUs.
- (6) Pursuant to the terms of the August 3, 2009 RSU grant, 4,644 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 43,000 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of such RSUs.
- (8) Pursuant to the terms of the August 3, 2009 supplemental RSU grant, 11,219 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) On August 4, 2011, the Reporting Person received a grant of RSUs covering 13,250 shares of KLA-Tencor common stock. On August 4, 2013, the Reporting Person vested in fifty percent (50%) of such RSUs.
- (10) Pursuant to the terms of the August 4, 2011 RSU grant, 3,457 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.
- (11) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.
- (12) 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.

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.