

Lorig Brian
Form 4
August 07, 2018

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 *
Lorig Brian

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)
ONE TECHNOLOGY DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP

MILPITAS, CA 95035

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

(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 (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 - Restricted Stock Units <u>(1)</u>	08/03/2018		M	938 <u>(2)</u> D	\$ 0	27,040 <u>(3)</u>	D
Common Stock	08/03/2018		M	938 <u>(2)</u> A	\$ 0	1,504	D
Common Stock	08/03/2018		F	325 <u>(4)</u> D	\$ 119.59	1,179	D
Common Stock -	08/04/2018		M	1,550 <u>(5)</u> D	\$ 0	25,490 <u>(3)</u>	D

Restricted
Stock Units
(1)

Common Stock	08/04/2018	M	1,550 (5)	A	\$ 0	2,729	D
Common Stock	08/04/2018	F	536 (4)	D	\$ 119.59	2,193	D
Common Stock - Restricted Stock Units (1)	08/04/2018	M	1,550 (6)	D	\$ 0	23,940 (3)	D
Common Stock	08/04/2018	M	1,550 (6)	A	\$ 0	3,743	D
Common Stock	08/04/2018	F	536 (4)	D	\$ 119.59	3,207	D

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

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(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 Beneficially Owned (Instr. 6)
				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
				SVP

Lorig Brian
ONE TECHNOLOGY DRIVE
MILPITAS, CA 95035

Signatures

/s/ Teri A. Little, attorney-in-fact for Brian
Lorig

08/07/2018

__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 ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
- (2) On August 3, 2017, the Reporting Person was granted an RSU for 3,752 shares of KLA-Tencor Common Stock. On August 3, 2018, 25% of those shares vested.

Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made
- (3) regarding the achievement of the applicable performance goals. Any such holdings will be reported on a Form 4 within two business days of the date such assessment is made.

Pursuant to the terms of the grant, shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax
- (4) withholding. 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 August 3, 2018.
- (5) On August 4, 2016, the Reporting Person was granted an RSU for 6,200 shares of KLA-Tencor Common Stock. On August 4, 2018, 25% of those shares vested.
- (6) On August 4, 2016, the Reporting Person was granted an RSU for 3,100 shares of KLA-Tencor Common Stock. On August 4, 2018, 50% of those shares vested.

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.