

WALLACE RICHARD P  
Form 4  
November 14, 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 \*  
**WALLACE RICHARD P**

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)  
**C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/11/2018**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

(Street)  
**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 Indirect Beneficial Ownership (Instr. 4) |          |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|----------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |          |
|  |                                      |  |                                | Code  | V   | Amount   |   |          |
| Common Stock - Restricted Stock Units <sup>(1)</sup> | 11/11/2018                           |  | M                              | 8,364 <sup>(2)</sup>  | D   | \$ 0   | 154,243 <sup>(3)</sup>                                | D        |
| Common Stock   | 11/11/2018                           |  | M                              | 8,364 <sup>(2)</sup>  | A   | \$ 0   | 52,711  | D        |
| Common Stock   | 11/11/2018                           |  | F                              | 4,147 <sup>(4)</sup>  | D   | \$ 95.28   | 48,564  | D        |
| Common   |                                      |  |                                |   |   |  | 9,182   | I        |
|  |                                      |  |                                |   |   |  |   | By Trust |

Stock

(5)

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 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 |
| WALLACE RICHARD P<br>C/O KLA-TENCOR CORPORATION<br>ONE TECHNOLOGY DRIVE<br>MILPITAS, CA 95035 | X             |           | President and CEO |       |

## Signatures

/s/ Teri Little as Attorney-in-Fact for Richard P. Wallace

11/12/2018

\*\*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 RSU represents a contingent right to receive one share of KLA-Tencor common stock.

(2) On November 11, 2016 the reporting person was granted RSUs for an aggregate of 33,454 shares. On November 11, 2018, 25% of the RSUs vested.

(3) 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 a Form 4 within two business days

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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 November 9, 2018.

(5) Shares held under the Wallace Living Trust u/a/d 03/27/01, as amended, a trust of which the Reporting Person is a trustee and beneficiary.

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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