

KLA TENCOR CORP
Form 4
June 29, 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 *
LAMB MAUREEN L

(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)
06/28/2005

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)
VP Finance & Treasury

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	06/28/2005		M			1,740	\$ 44.6875	5,916	D	
Common Stock	06/28/2005		S			1,740	\$ 45	4,176	D	
Common Stock	06/28/2005		M			13,260	\$ 44.6875	17,436	D	
Common Stock	06/28/2005		S			13,260	\$ 45	4,176	D	
Common Stock	06/28/2005		M			1,187	\$ 45.16	5,363	D	

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Common Stock	06/28/2005	S	1,187	D	\$ 45	4,176	D
Common Stock	06/28/2005	M	712	A	\$ 40.66	4,888	D
Common Stock	06/28/2005	S	712	D	\$ 45	4,176	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 Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 40.66	06/28/2005		M		712	10/27/2004	08/02/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 44.6875	06/28/2005		M		1,740	08/13/2000	08/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 44.6875	06/28/2005		M		13,260	08/13/2001	08/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 45.16	06/28/2005		M		1,187	10/27/2004	04/26/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.25						11/10/2001	11/10/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.31						10/02/2002	10/02/2011	Common Stock
	\$ 32.75						04/04/2002	04/04/2011	

Non-Qualified Stock Option (right to buy)				Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 34.67	11/08/2003	01/28/2013	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 37.05	11/08/2003	11/08/2012	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 41.79	09/21/2005	09/21/2014	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 51.229	11/08/2003	07/30/2013	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 53.86	10/27/2004	10/27/2013	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 58.1	10/27/2004	01/27/2014	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMB MAUREEN L C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			VP Finance & Treasury	

Signatures

By: Stuart J. Nichols For: Maureen
Lamb 06/29/2005

__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).

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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