

KLA TENCOR CORP
Form 4
May 03, 2012

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 *
BARNHOLT EDWARD W

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2012

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

Chairman of the Board

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

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

MILPITAS, CA 95035

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/02/2012		M	5,000 A \$ 37.05	44,167	I	By Trust (1)
Common Stock	05/02/2012		M	5,000 A \$ 37.05	49,167	I	By Trust (1)
Common Stock	05/02/2012		M	2,500 A \$ 51.35	51,667	I	By Trust (1)
Common Stock	05/02/2012		M	1,250 A \$ 49.99	52,917	I	By Trust (1)
Common Stock	05/02/2012		S	13,750 D \$ 51.82	39,167	I	By Trust (1)

(2)

Common
Stock -
Restricted
Stock Units
(3)

3,809 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)	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 37.05	05/02/2012		M	5,000	(4) 11/08/2012	Common Stock	5,000
Non-Qualified Stock Option (Right to Buy)	\$ 37.05	05/02/2012		M	5,000	(5) 11/08/2012	Common Stock	5,000
Non-Qualified Stock Option (Right to Buy)	\$ 51.35	05/02/2012		M	2,500	(6) 08/02/2012	Common Stock	2,500
Non-Qualified Stock Option (Right to Buy)	\$ 49.99	05/02/2012		M	1,250	(7) 11/04/2012	Common Stock	1,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
X Chairman of the Board

BARNHOLT EDWARD W
C/O KLA-TENCOR CORPORATION
ONE TECHNOLOGY DRIVE
MILPITAS, CA 95035

Signatures

Brian M. Martin as Attorney-in-Fact for Edward W.
Barnholt

05/03/2012

__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) By The Barnholt Family Trust dated January 8, 1987, of which the Reporting Person is a trustee and beneficiary.

This transaction was executed in multiple trades at prices ranging from \$51.74 to \$52.00. The price reported above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

(3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.

(4) The option was granted for 5,000 shares of KLA-Tencor common stock on November 8, 2002 and was immediately exercisable for all of the underlying shares on the date of grant.

(5) The option was granted for 5,000 shares of KLA-Tencor common stock on November 8, 2002 and was immediately exercisable for all of the underlying shares on the date of grant.

(6) The option was granted for 2,500 shares of KLA-Tencor common stock on August 2, 2005 and was immediately exercisable for all of the underlying shares on the date of grant.

(7) The option was granted for 1,250 shares of KLA-Tencor common stock on November 4, 2005 and was immediately exercisable for all of the underlying shares on the date of grant.

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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