

KLA TENCOR CORP
Form 4
May 10, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Titinger Jorge

(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)
05/10/2007

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)
SVP, Chief Admin. 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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/01/2007 | | J | 337 ⁽¹⁾ | A \$ 35.4365 | 2,600 | D |
| Common Stock | 05/08/2007 | | M | 10,000 | A \$ 34.67 | 12,600 | D |
| Common Stock | 05/08/2007 | | S | 10,000 | D \$ 56.25 | 2,600 | D |
| Common Stock-Restricted Stock Units | | | | | | 37,600 | D |

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

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 34.67 | 05/08/2007 | | M | 10,000 | 01/28/2004 01/28/2013 | Common Stock | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 39.34 | | | | | 09/16/2005 09/16/2014 | Common Stock | 19 |
| Non-Qualified Stock Option (right to buy) | \$ 40.66 | | | | | 10/27/2004 08/02/2014 | Common Stock | 1, |
| Non-Qualified Stock Option (right to buy) | \$ 45.16 | | | | | 10/27/2004 04/26/2014 | Common Stock | 2, |
| Non-Qualified Stock Option (right to buy) | \$ 47.95 | | | | | 09/26/2006 09/26/2012 | Common Stock | 17 |
| Non-Qualified Stock Option (right to buy) | \$ 53.86 | | | | | 10/27/2004 10/27/2013 | Common Stock | 3, |
| Non-Qualified Stock Option (right to buy) | \$ 58.1 | | | | | 10/27/2004 01/27/2014 | Common Stock | 1, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | SVP, Chief Admin. Officer | |

Titinger Jorge
C/O KLA-TENCOR CORPORATION
160 RIO ROBLES
SAN JOSE, CA 95130

Signatures

By: /s/ John Kispert For: Jorge Luis
Titinger

05/10/2007

__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) Voluntary reporting of shares acquired through Employee Stock Purchase Plan

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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