#### KLA TENCOR CORP

Form 4

October 31, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* BARNHOLT EDWARD W

(First)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

KLA TENCOR CORP [KLAC]

10/29/2013

(Middle)

(Zip)

(Check all applicable)

C/O KLA-TENCOR

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

\_X\_\_ Director 10% Owner Officer (give title \_\_X\_\_ Other (specify

Chairman of the Board

below)

CORPORATION, ONE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

**TECHNOLOGY DRIVE** (Street)

> Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MILPITAS, CA 95035

(State)

Table I - Non-Derivative Securities	Acquired	Disnosed of	or Reneficially 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)	on(A) or D	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/29/2013		M	5,000	A	\$ 59.44	8,809	D	
Common Stock	10/29/2013		S	5,000	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013		M	5,000	A	\$ 59.44	8,809	D	
Common Stock	10/29/2013		S	5,000	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013		M	2,500	A	\$ 44.76	6,309	D	

### Edgar Filing: KLA TENCOR CORP - Form 4

Common Stock	10/29/2013	S	2,500	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013	M	2,500	A	\$ 40.24	6,309	D	
Common Stock	10/29/2013	S	2,500	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013	M	1,875	A	\$ 55.88	5,684	D	
Common Stock	10/29/2013	S	1,875	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013	M	1,875	A	\$ 56.79	5,684	D	
Common Stock	10/29/2013	S	1,875	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013	M	1,875	A	\$ 52.84	5,684	D	
Common Stock	10/29/2013	S	1,875	D	\$ 64.85	3,809	D	
Common Stock						39,167	I	By Trust
Common Stock - Restricted Stock Units						3,836	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate		d Amount g Securitie nd 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe

								of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 59.44	10/29/2013	M	5,000	(3)	11/05/2013	Common Stock	5,00
Non-Qualified Stock Option (Right to Buy)	\$ 59.44	10/29/2013	M	5,000	(3)	11/05/2013	Common Stock	5,00
Non-Qualified Stock Option (Right to Buy)	\$ 44.76	10/29/2013	M	2,500	<u>(4)</u>	01/25/2015	Common Stock	2,50
Non-Qualified Stock Option (Right to buy)	\$ 40.24	10/29/2013	M	2,500	<u>(5)</u>	05/11/2015	Common Stock	2,50
Non-Qualified Stock Option (Right to Buy)	\$ 55.88	10/29/2013	M	1,875	<u>(6)</u>	05/01/2014	Common Stock	1,87
Non-Qualified Stock Option (Right to Buy)	\$ 56.79	10/29/2013	M	1,875	<u>(7)</u>	07/31/2014	Common Stock	1,87
Non-Qualified Stock Option (Right to buy)	\$ 52.84	10/29/2013	M	1,875	(8)	10/30/2014	Common Stock	1,87

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BARNHOLT EDWARD W C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035	X			Chairman of the Board			

# **Signatures**

Brian M. Martin as Attorney-in-Fact for Edward W.
Barnholt
10/31/2013

\*\*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.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
- (3) Represents a stock option granted on November 5, 2003, granting the Reporting Person the right to purchase up to 5,000 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on November 5, 2003.

Reporting Owners 3

#### Edgar Filing: KLA TENCOR CORP - Form 4

- (4) Represents a stock option granted on January 25, 2005, granting the Reporting Person the right to purchase up to 2,500 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on January 25, 2005.
- (5) Represents a stock option granted on May 11, 2005, granting the Reporting Person the right to purchase up to 2,500 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on May 11, 2005.
- Represents a stock option granted on May 1, 2007, granting the Reporting Person the right to purchase up to 1,875 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on May 1, 2007.
- (7) Represents a stock option granted on July 31, 2007, granting the Reporting Person the right to purchase up to 1,875 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on July 31, 2007.
- (8) Represents a stock option granted on October 30, 2007, granting the Reporting Person the right to purchase up to 1,875 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on October 30, 2007.

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.