

BARNHOLT EDWARD W
Form 4
November 17, 2017

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

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

(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)
Common Stock	11/16/2017		S	(A) Code V Amount (D) Price \$ 104.03 (1)	14,345	D	
Common Stock	11/16/2017		S	(A) Code V Amount (D) Price \$ 105.049 (2)	10,763	D	
Common Stock	11/16/2017		S	(A) Code V Amount (D) Price \$ 105.911 (3)	7,645	D	
Common Stock					39,167	I	By Trust (4)

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Represents the weighted average sales price for the shares. The sales prices ranged from \$103.49 to \$104.41. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.

- (2) Represents the weighted average sales price for the shares. The sales prices ranged from \$104.52 to \$105.48. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average sales price for the shares. The sales prices ranged from \$105.60 to \$106.22. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (4) By The Barnholt Family Trust dated January 8, 1987, of which the Reporting Person is a trustee and beneficiary.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.

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.