

KLA TENCOR CORP

Form 4

September 19, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KISPERT JOHN H

(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)
09/15/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	09/15/2005		M	1,000 A	\$ 10.63 1,000	D	
Common Stock	09/15/2005		S	1,000 D	\$ 50.5089 0	D	
Common Stock	09/15/2005		M	299 A	\$ 10.63 299	D	
Common Stock	09/15/2005		S	299 D	\$ 50.5089 0	D	
Common Stock	09/15/2005		M	2,534 A	\$ 10.63 2,534	D	
Common Stock	09/15/2005		S	2,534 D	\$ 50.5089 0	D	

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Common Stock	09/15/2005	M	1,167	A	\$ 10.63	1,167	D	
Common Stock	09/15/2005	S	1,167	D	\$ 50.5089	0	D	
Common Stock	09/15/2005	M	1,875	A	\$ 33.75	1,875	D	
Common Stock	09/15/2005	S	1,875	D	\$ 50.5089	0	D	
Common Stock	09/15/2005	M	8,000	A	\$ 26.25	8,000	D	
Common Stock	09/15/2005	S	8,000	D	\$ 50.5089	0	D	
Common Stock	09/15/2005	M	8,000	A	\$ 32.75	8,000	D	
Common Stock	09/15/2005	S	8,000	D	\$ 50.5089	0	D	
Common Stock	09/15/2005	M	24,000	A	\$ 29.31	24,000	D	
Common Stock	09/15/2005	S	24,000	D	\$ 50.5089	0	D	
Common Stock	09/15/2005	M	6,875	A	\$ 37.05	6,875	D	
Common Stock	09/15/2005	S	6,875	D	\$ 50.5089	0	D	
Common Stock	09/15/2005	M	13,750	A	\$ 34.67	13,750	D	
Common Stock	09/15/2005	S	13,750	D	\$ 50.5089	0	D	
Common Stock						6,681	I	by Trust
Common Stock-Restricted Stock Units ⁽¹⁾						48,333	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)		Title

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						Date Exercisable	Expiration Date		Am or Nun of S
Non-Qualified Stock Option (right to buy)	\$ 10.63	09/15/2005	M	1,000	08/31/1999	08/31/2008	Common Stock	1,	
Non-Qualified Stock Option (right to buy)	\$ 10.63	09/15/2005	M	299	08/31/1999	08/31/2008	Common Stock	2	
Non-Qualified Stock Option (right to buy)	\$ 10.63	09/15/2005	M	2,534	08/31/1999	08/31/2008	Common Stock	2,	
Non-Qualified Stock Option (right to buy)	\$ 10.63	09/15/2005	M	1,167	08/31/2002	08/31/2008	Common Stock	1,	
Non-Qualified Stock Option (right to buy)	\$ 26.25	09/15/2005	M	8,000	11/10/2001	11/10/2010	Common Stock	8,	
Non-Qualified Stock Option (right to buy)	\$ 29.31	09/15/2005	M	24,000	10/02/2002	10/02/2011	Common Stock	24	
Non-Qualified Stock Option (right to buy)	\$ 32.75	09/15/2005	M	8,000	04/04/2002	04/04/2011	Common Stock	8,	
Non-Qualified Stock Option (right to buy)	\$ 33.75	09/15/2005	M	1,875	10/27/2000	10/27/2009	Common Stock	1,	
Non-Qualified Stock Option (right to buy)	\$ 34.67	09/15/2005	M	13,750	11/08/2003	01/28/2013	Common Stock	13	
Non-Qualified Stock Option (right to buy)	\$ 37.05	09/15/2005	M	6,875	11/08/2003	11/08/2012	Common Stock	6,	
Non-Qualified Stock Option (right to buy)	\$ 40.66				10/27/2004	08/02/2014	Common Stock	11	
Non-Qualified Stock Option (right to buy)	\$ 41.79				09/21/2005	09/21/2014	Common Stock	75	
Non-Qualified Stock Option (right to buy)	\$ 44.6875				08/13/2001	08/13/2010	Common Stock	8,	
Non-Qualified	\$ 45.16				10/27/2004	04/26/2014	Common	18	

Stock Option (right to buy)					Stock	
Non-Qualified Stock Option (right to buy)	\$ 51.229		11/08/2003	07/30/2013	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 53.86		10/27/2004	10/27/2013	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 58.1		10/27/2004	01/27/2014	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KISPERT JOHN H C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			Chief Financial Officer	

Signatures

By: Stuart J. Nichols For: John H. Kispert 09/19/2005

__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).

(1) Each restricted stock unit represents a contingent right to receive one share of KLAC 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.

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