

KLA TENCOR CORP
Form 4
December 02, 2013

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 *
KAUFMAN STEPHEN P

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)
11/27/2013

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

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 | 11/27/2013 | | M | | 2,500 A \$ 40.68 6,039 | D | |
| Common Stock | 11/27/2013 | | S | | 2,500 D 63.913 3,539 <u>(1)</u> | D | |
| Common Stock | 11/27/2013 | | M | | 2,500 A \$ 44.76 6,039 | D | |
| Common Stock | 11/27/2013 | | S | | 2,500 D 63.894 3,539 <u>(2)</u> | D | |

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| | | | | | | | | | | |
|--|------------|--|---|-------|---|----------------------------|--------|--|---|-----------------|
| Common Stock | 11/27/2013 | | M | 2,500 | A | \$ 40.24 | 6,039 | | D | |
| Common Stock | 11/27/2013 | | S | 2,500 | D | \$ <u>63.881</u> (3) | 3,539 | | D | |
| Common Stock | 11/27/2013 | | M | 1,250 | A | \$ 55.88 | 4,789 | | D | |
| Common Stock | 11/27/2013 | | S | 1,250 | D | \$ <u>63.871</u> (4) | 3,539 | | D | |
| Common Stock | 11/27/2013 | | M | 1,250 | A | \$ 56.79 | 4,789 | | D | |
| Common Stock | 11/27/2013 | | S | 1,250 | D | \$ <u>63.857</u> (5) | 3,539 | | D | |
| Common Stock | 11/27/2013 | | M | 1,250 | A | \$ 52.84 | 4,789 | | D | |
| Common Stock | 11/27/2013 | | S | 1,250 | D | \$ <u>63.867</u> (6) | 3,539 | | D | |
| Common Stock | | | | | | | 17,782 | | I | By Trust (7) |
| Common Stock - Restricted Stock Units (8) | | | | | | | 1,856 | | 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | | Title |

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| | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
|---|----------|------------|---|-------|---------------------|--------------------|-----------------|--|
| Non-Qualified Stock Option (Right to Buy) | \$ 40.68 | 11/27/2013 | M | 2,500 | <u>(9)</u> | 10/18/2014 | Common Stock | 2,500 |
| Non-Qualified Stock Option (Right to Buy) | \$ 44.76 | 11/27/2013 | M | 2,500 | <u>(10)</u> | 01/25/2015 | Common Stock | 2,500 |
| Non-Qualified Stock Option (Right to Buy) | \$ 40.24 | 11/27/2013 | M | 2,500 | <u>(11)</u> | 05/11/2015 | Common Stock | 2,500 |
| Non-Qualified Stock Option (Right to Buy) | \$ 55.88 | 11/27/2013 | M | 1,250 | <u>(12)</u> | 05/01/2014 | Common Stock | 1,250 |
| Non-Qualified Stock Option (Right to Buy) | \$ 56.79 | 11/27/2013 | M | 1,250 | <u>(13)</u> | 07/31/2014 | Common Stock | 1,250 |
| Non-Qualified Stock Option (Right to Buy) | \$ 52.84 | 11/27/2013 | M | 1,250 | <u>(14)</u> | 10/30/2014 | Common Stock | 1,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAUFMAN STEPHEN P C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035 | X | | | |

Signatures

Brian M. Martin as Attorney-in-Fact for Stephen P. Kaufman 12/02/2013

**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) This transaction was executed in multiple trades at prices ranging from \$63.88 to \$63.94. 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.
- (2) This transaction was executed in multiple trades at prices ranging from \$63.88 to \$63.91. 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.

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holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

- (3) This transaction was executed in multiple trades at prices ranging from \$63.87 to \$63.90. 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.
- (4) This transaction was executed in multiple trades at prices ranging from \$63.87 to \$63.88. 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.
- (5) This transaction was executed in multiple trades at prices ranging from \$63.84 to \$63.87. 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.
- (6) This transaction was executed in multiple trades at prices ranging from \$63.86 to \$63.87. 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.
- (7) By The Stephen P. Kaufman Trust UAD 5/24/2002, of which the Reporting Person is a trustee and beneficiary.
- (8) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.
- (9) Represents a stock option granted on October 18, 2004, 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 October 18, 2004.
- (10) 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.
- (11) 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.
- (12) Represents a stock option granted on May 1, 2007, granting the Reporting Person the right to purchase up to 1,250 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on May 1, 2007.
- (13) Represents a stock option granted on July 31, 2007, granting the Reporting Person the right to purchase up to 1,250 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on July 31, 2007.
- (14) Represents a stock option granted on October 30, 2007, granting the Reporting Person the right to purchase up to 1,250 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.

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