Edgar Filing: KLA TENCOR CORP - Form 4

KLA TENCO	OR CORP										
Form 4 August 10, 20)15										
	1							OMB AF	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check thi if no long			CIA			Expires:	January 31, 2005				
subject to Section 10 Form 4 or	S	SECURI	ITIES			ERSHIP OF	Estimated a burden hour response	urs per			
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type R	esponses)										
Trafas Brian M. Symbol			r Name and Ticker or Trading ENCOR CORP [KLAC]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of E		_		-	(Check all applicable)				
		(Month/Day	-				Director 10% Owner X Officer (give title Other (specify				
C/O KLA-T CORPORAT TECHNOLO	08/06/201	below)					ve title Other (specify below) Global Customer Org.				
	(Street)	4. If Amend	ndment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Month	th/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
MILPITAS, CA 95035					Form filed by More than One Reporting Person						
(City)	(State) (Zip)	Table]	I - Non-De	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	(Month/Day/Year) Exec any	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			4 and (A)	cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	08/06/2015		М	1,788	А	\$ 0 <u>(1)</u>	1,788	D			
Common Stock	08/06/2015		F	672 <u>(2)</u>	D	\$ 51.95	1,116	D			
Common Stock - Restricted Stock Units (3)	08/06/2015		A	8,800 (4)	A	\$0	38,838 <u>(5)</u>	D			

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

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 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address				
F	Director	10% Owner	Officer	Other
Trafas Brian M. C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035			SVP, Global Customer Org.	
Signatures				
Brian M. Martin as Attorney-in-Fact for Trafas	Brian M.		08/10/2015	
**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) On August 6, 2013, the Reporting Person received a grant of restricted stock units ("RSUs") covering 7,150 shares of KLA-Tencor common stock. On August 6, 2015, the Reporting Person vested in twenty-five percent (25%) of such RSUs.

Pursuant to such terms of the August 6, 2013 RSU grant, 672 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the

- (2) number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on such vesting date.
- (3) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.

(4)

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Represents a grant of RSUs subject only to service-vesting requirements. The Reporting Person will vest twenty-five percent (25%) of the RSUs on the one-year anniversary of the grant date (August 6, 2016) and an additional twenty-five percent (25%) on each annual anniversary of the grant date thereafter through August 6, 2019, in each case subject to the Reporting Person continuing as a service provider to KLA-Tencor through the applicable vesting date. The shares of common stock will be issued as the RSUs vest.

Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made(5) regarding the achievement of the applicable performance goals. Any such holdings will be reported on a Form 4 within two business days of the date such assessment is made.

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.