

COHEN AVI
Form 5
August 12, 2005

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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: 3235-0362
Expires: January 31,
2005
Estimated average
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1. Name and Address of Reporting Person *
COHEN AVI

(Last) (First) (Middle)

C/O KLA-TENCOR CORP., 160
RIO ROBLES

(Street)

2. Issuer Name and Ticker or Trading
Symbol
KLA TENCOR CORP [klac]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
06/30/2005

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)
VP, Pattern Solutions Group

6. Individual or Joint/Group Reporting

(check applicable line)

SAN JOSE, CA 95130

(City) (State) (Zip)

____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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Amount (A) or (D) Price	2,622	D	Â
Common Stock-Restricted Stock Units	Â	Â	Â	Â Â Â	33,333	D	Â

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

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SEC 2270
(9-02)

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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)	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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option	\$ 10.63	Â	Â	Â	Â Â	08/31/1999 08/31/2008	Common Stock 47,3
Non-Qualified Stock Option	\$ 22.25	Â	Â	Â	Â Â	04/30/1998 04/30/2007	Common Stock 7,5
Non-Qualified Stock Option	\$ 26.25	Â	Â	Â	Â Â	11/10/2001 11/10/2010	Common Stock 8,7
Non-Qualified Stock Option	\$ 29.31	Â	Â	Â	Â Â	10/02/2002 10/02/2011	Common Stock 22,5
Non-Qualified Stock Option	\$ 32.75	Â	Â	Â	Â Â	04/04/2002 04/04/2011	Common Stock 8,7
Non-Qualified Stock Option	\$ 33.75	Â	Â	Â	Â Â	10/27/2000 10/27/2009	Common Stock 24,0
Non-Qualified Stock Option	\$ 34.67	Â	Â	Â	Â Â	11/08/2003 01/28/2013	Common Stock 12,5
Non-Qualified Stock Option	\$ 37.05	Â	Â	Â	Â Â	11/08/2003 11/08/2012	Common Stock 6,2
Non-Qualified Stock Option	\$ 40.66	Â	Â	Â	Â Â	10/27/2004 08/02/2014	Common Stock 6,0
Non-Qualified Stock Option	\$ 41.79	Â	Â	Â	Â Â	09/21/2005 09/21/2014	Common Stock 75,0
Non-Qualified Stock Option	\$ 44.6875	Â	Â	Â	Â Â	08/13/2001 08/13/2010	Common Stock 17,5
Non-Qualified Stock Option	\$ 45.16	Â	Â	Â	Â Â	10/27/2004 04/26/2014	Common Stock 10,0
Non-Qualified Stock Option	\$ 51.229	Â	Â	Â	Â Â	11/08/2003 07/30/2013	Common Stock 6,2
Non-Qualified Stock Option	\$ 53.86	Â	Â	Â	Â Â	10/27/2004 10/27/2013	Common Stock 16,0

Non-Qualified Stock Option	\$ 58.1	Â	Â	Â	Â	Â	10/27/2004	01/27/2014	Common Stock	8,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN AVI C/O KLA-TENCOR CORP. 160 RIO ROBLES SAN JOSE,Â CAÂ 95130	Â	Â	Â VP, Pattern Solutions Group	Â

Signatures

Avi Cohen	08/12/2005
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**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).

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