

KLA TENCOR CORP

Form 4

May 09, 2006

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 *
MARKS MICHAEL E

(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)
05/09/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/09/2006		M		2,500	A	\$ 40.68
Common Stock	05/09/2006		M		2,500	A	\$ 44.76
Common Stock	05/09/2006		M		2,500	A	\$ 40.24
Common Stock	05/09/2006		S		2,500	D	\$ 48.45
Common Stock	05/09/2006		S		2,500	D	\$ 48.68

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Common Stock	05/09/2006	S	2,500	D	\$ 48.83	0	D
Common Stock-Restricted Stock Units ⁽¹⁾						1,000	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 (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)	8. Date Exercisable Expiration Date	9. Title	10. Amount Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 40.24	05/09/2006		M	2,500	05/11/2005 05/11/2015	Common Stock			2
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/09/2006		M	2,500	10/18/2004 10/18/2014	Common Stock			2
Non-Qualified Stock Option (right to buy)	\$ 44.76	05/09/2006		M	2,500	01/25/2005 01/25/2015	Common Stock			2
Non-Qualified Stock Option (right to buy)	\$ 47.86					05/02/2006 05/02/2013	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 49.99					11/04/2005 11/04/2012	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 51.35					08/02/2005 08/02/2012 ⁽²⁾	Common Stock			2
Non-Qualified Stock Option	\$ 51.98					01/31/2006 01/31/2013	Common Stock			1

(right to buy)

Non-Qualified

Stock Option \$ 59.44

(right to buy)

11/05/2003

11/05/2013

Common
Stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKS MICHAEL E C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130	X			

Signatures

By: Stuart J. Nichols For: Michael E.
Marks

05/09/2006

**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.

(2) Option expiration date was reported incorrectly on the original Form 4.

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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