

KLA TENCOR CORP
 Form 4
 August 08, 2006

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 *
 COHEN AVI

(Last) (First) (Middle)
 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)
 08/08/2006

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)
 VP, Pattern Solutions Group

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,196	D	
Common Stock-Restricted Stock Units					33,333	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)

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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option	\$ 26.25					11/10/2001 11/10/2010	Common Stock 8,750
Non-Qualified Stock Option	\$ 29.31					10/02/2002 10/02/2011	Common Stock 22,500
Non-Qualified Stock Option	\$ 32.75					04/04/2002 04/04/2011	Common Stock 8,750
Non-Qualified Stock Option	\$ 33.75					10/27/2000 10/27/2009	Common Stock 24,000
Non-Qualified Stock Option	\$ 34.67					11/08/2003 01/28/2013	Common Stock 12,500
Non-Qualified Stock Option	\$ 37.05					11/08/2003 11/08/2012	Common Stock 6,250
Non-Qualified Stock Option	\$ 40.66					10/27/2004 08/02/2014	Common Stock 6,000
Non-Qualified Stock Option	\$ 41.79					09/21/2005 09/21/2014	Common Stock 75,000
Non-Qualified Stock Option	\$ 44.6875					08/13/2001 08/13/2010	Common Stock 17,500
Non-Qualified Stock Option	\$ 45.16					10/27/2004 04/26/2014	Common Stock 10,000
Non-Qualified Stock Option	\$ 47.95					09/26/2006 09/26/2012	Common Stock 75,000
Non-Qualified Stock Option	\$ 51.229					11/08/2003 07/30/2013	Common Stock 6,250
Non-Qualified Stock Option	\$ 53.86					10/27/2004 10/27/2013	Common Stock 16,000
Non-Qualified Stock Option	\$ 58.1					10/27/2004 01/27/2014	Common Stock 8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN AVI 160 RIO ROBLES SAN JOSE, CA 95130			VP, Pattern Solutions Group	

Signatures

Avi Cohen 08/08/2006

__Signature of Date
Reporting Person

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).

Remarks:

Voluntary filing of Exit Form-no longer subject to Section 16 effective August 3, 2006.

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.