

KLA TENCOR CORP

Form 4

December 06, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMB MAUREEN L

(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)
12/06/2004

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 below) ____ Other (specify
below) below)

VP Finance & Treasury

6. Individual or Joint/Group Filing(Check
Applicable Line)
__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 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	12/06/2004		M		2,375	A \$ 26.25	6,210	D	
Common Stock	12/06/2004		S		2,375	D \$ 49.02	3,835	D	
Common Stock	12/06/2004		M		5,500	A \$ 32.75	9,335	D	
Common Stock	12/06/2004		S		5,500	D \$ 49.02	3,835	D	
Common Stock	12/06/2004		M		8,250	A \$ 29.31	12,085	D	

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Common Stock	12/06/2004	S	8,250	D	\$ 49.02	3,835	D
Common Stock	12/06/2004	M	1,500	A	\$ 34.67	5,335	D
Common Stock	12/06/2004	S	1,500	D	\$ 49.02	3,835	D

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

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(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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 26.25	12/06/2004		M	2,375	11/10/2001 11/10/2010	Common Stock	2,375
Non-Qualified Stock Option (right to buy)	\$ 29.31	12/06/2004		M	8,250	10/02/2002 10/02/2011	Common Stock	8,250
Non-Qualified Stock Option (right to buy)	\$ 32.75	12/06/2004		M	5,500	04/04/2002 04/04/2011	Common Stock	5,500
Non-Qualified Stock Option (right to buy)	\$ 34.67	12/06/2004		M	1,500	11/08/2003 01/28/2013	Common Stock	1,500
Non-Qualified Stock Option (right to buy)	\$ 33.75					10/27/2000 10/27/2009	Common Stock	33,750
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2003 11/08/2012	Common Stock	3,705

Non-Qualified Stock Option (right to buy)	\$ 40.66	10/27/2004	08/02/2014	Common Stock	2,2
Non-Qualified Stock Option (right to buy)	\$ 41.79	09/21/2005	09/21/2014	Common Stock	15,0
Non-Qualified Stock Option (right to buy)	\$ 44.6875	08/13/2001	08/13/2010	Common Stock	15,0
Non-Qualified Stock Option (right to buy)	\$ 45.16	10/27/2004	04/26/2014	Common Stock	3,7
Non-Qualified Stock Option (right to buy)	\$ 51.229	11/08/2003	07/30/2013	Common Stock	3,7
Non-Qualified Stock Option (right to buy)	\$ 53.86	10/27/2004	10/27/2013	Common Stock	6,0
Non-Qualified Stock Option (right to buy)	\$ 58.1	10/27/2004	01/27/2014	Common Stock	3,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMB MAUREEN L C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			VP Finance & Treasury	

Signatures

By: Stuart J. Nichols For: Maureen L.
Lamb 12/06/2004

__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).

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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