

KLA TENCOR CORP  
Form 4  
March 05, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**WALLACE RICHARD P**

(Last) (First) (Middle)

**C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE**

(Street)

**MILPITAS, CA 95035**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2013**

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)  
**President and CEO**

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	03/01/2013		M	18,750 A \$ 45.16	67,590	I	By Trust (1)
Common Stock	03/01/2013		S(2)	17,850 D \$ 54.287 (3)	49,740	I	By Trust (1)
Common Stock	03/01/2013		S(2)	900 D \$ 54.659 (4)	48,840	I	By Trust (1)
Common Stock	03/01/2013		M	11,250 A \$ 40.66	60,090	I	By Trust (1)

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Common Stock	03/01/2013	S <sup>(2)</sup>	11,050	D	\$ 54.296 (5)	49,040	I	By Trust (1)
Common Stock	03/01/2013	S <sup>(2)</sup>	200	D	\$ 54.708 (6)	48,840	I	By Trust (1)
Common Stock	03/01/2013	M	75,000	A	\$ 41.79	123,840	I	By Trust (1)
Common Stock	03/01/2013	S <sup>(2)</sup>	71,800	D	\$ 54.287 (7)	52,040	I	By Trust (1)
Common Stock	03/01/2013	S <sup>(2)</sup>	3,200	D	\$ 54.664 (8)	48,840	I	By Trust (1)
Common Stock	03/01/2013	S <sup>(2)</sup>	9,502	D	\$ 54.285 (9)	39,338	I	By Trust (1)
Common Stock	03/01/2013	S <sup>(2)</sup>	500	D	\$ 54.664 (10)	38,838	I	By Trust (1)
Common Stock - Restricted Stock Units (11)						248,500 (12)	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 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 Security (Instr. 3 and 4)
	\$ 45.16	03/01/2013		M	18,750	(13) 04/26/2014	18,750

Non-Qualified Stock Option (Right to Buy)										Common Stock	
Non-Qualified Stock Option (Right to Buy)	\$ 40.66	03/01/2013	M	11,250	<u>(14)</u>	08/02/2014	Common Stock	11,250			
Non-Qualified Stock Option (Right to Buy)	\$ 41.79	03/01/2013	M	75,000	<u>(15)</u>	09/21/2014	Common Stock	75,000			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALLACE RICHARD P C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035	X		President and CEO	

## Signatures

Brian M. Martin as Attorney-in-Fact for Richard P. Wallace 03/05/2013

\*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) Shares held under the Wallace Living Trust u/a/d 03/27/01, as amended, a trust of which the Reporting Person is a trustee and beneficiary.
  - (2) This sale was effected pursuant to the terms of a Rule 10b5-1 trading plan adopted by the Reporting Person on December 10, 2012.  
This transaction was executed in multiple trades at prices ranging from \$53.61 to \$54.58. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
  - (3) This transaction was executed in multiple trades at prices ranging from \$54.62 to \$54.74. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
  - (4) This transaction was executed in multiple trades at prices ranging from \$53.68 to \$54.64. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
  - (5) This transaction was executed in multiple trades at prices ranging from \$54.70 to \$54.72. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
  - (6) This transaction was executed in multiple trades at prices ranging from \$53.61 to \$54.60. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
  - (7) This transaction was executed in multiple trades at prices ranging from \$54.61 to \$54.74. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
  - (8) This transaction was executed in multiple trades at prices ranging from \$54.61 to \$54.74. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

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holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$53.61 to \$54.58. The price reported above reflects the

- (9) weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$54.63 to \$54.73. The price reported above reflects the

- (10) weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

- (11) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.

Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made

- (12) regarding the achievement of the applicable performance goals. Any such holdings will be reported on Form 4 within two business days of the date such assessment is made.

Represents a stock option granted on April 26, 2004, granting the Reporting Person the right to purchase up to 18,750 shares of

- (13) KLA-Tencor common stock. 3,750 of the shares subject to this stock option vested on October 27, 2004, and 1/48th of the remaining 15,000 shares subject to this stock option vested on November 27, 2004 and on each monthly anniversary thereafter until October 27, 2008.

Represents a stock option granted on August 2, 2004, granting the Reporting Person the right to purchase up to 11,250 shares of

- (14) KLA-Tencor common stock. 2,250 of the shares subject to this stock option vested on October 27, 2004, and 1/48th of the remaining 9,000 shares subject to this stock option vested on November 27, 2004 and on each monthly anniversary thereafter until October 27, 2008.

Represents a stock option granted on September 21, 2004, granting the Reporting Person the right to purchase up to 75,000 shares of

- (15) KLA-Tencor common stock. 15,000 of the shares subject to this stock option vested on the one-year anniversary of the grant date (September 21, 2005), and 1/48th of the remaining 60,000 shares subject to this stock option vested on the 13-month anniversary of the grant date and on each monthly anniversary thereafter until September 21, 2009.

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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