

KLA TENCOR CORP
Form 4
May 27, 2005

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 *
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)
05/26/2005

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 below) ___ Other (specify 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 05/26/2005 | | M | | | 334 | A | \$ 33.75 | 4,510 | D | |
| Common Stock | 05/26/2005 | | S | | | 334 | D | \$ 45 | 4,176 | D | |
| Common Stock | 05/26/2005 | | M | | | 750 | A | \$ 26.25 | 4,926 | D | |
| Common Stock | 05/26/2005 | | S | | | 750 | D | \$ 45 | 4,176 | D | |
| Common Stock | 05/26/2005 | | M | | | 625 | A | \$ 32.75 | 4,801 | D | |

Edgar Filing: KLA TENCOR CORP - Form 4

| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|
| Common Stock | 05/26/2005 | S | 625 | D | \$ 45.02 | 4,176 | D |
| Common Stock | 05/26/2005 | M | 1,875 | A | \$ 29.31 | 6,051 | D |
| Common Stock | 05/26/2005 | S | 1,875 | D | \$ 45 | 4,176 | D |
| Common Stock | 05/26/2005 | M | 1,875 | A | \$ 37.05 | 6,051 | D |
| Common Stock | 05/26/2005 | S | 1,875 | D | \$ 45 | 4,176 | D |
| Common Stock | 05/26/2005 | M | 2,250 | A | \$ 34.67 | 6,426 | D |
| Common Stock | 05/26/2005 | S | 2,250 | D | \$ 45.0517 | 4,176 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 26.25 | 05/26/2005 | | M | 750 | 11/10/2001 11/10/2010 | Common Stock | 750 | |
| Non-Qualified Stock Option (right to buy) | \$ 29.31 | 05/26/2005 | | M | 1,875 | 10/02/2002 10/02/2011 | Common Stock | 1,875 | |
| Non-Qualified Stock Option (right to buy) | \$ 32.75 | 05/26/2005 | | M | 625 | 04/04/2002 04/04/2011 | Common Stock | 625 | |
| | \$ 33.75 | 05/26/2005 | | M | 334 | 10/27/2000 10/27/2009 | | 334 | |

| Option Type | Exercise Price | Grant Date | Expiration Date | Number of Shares | Underlying Security | Quantity |
|---|----------------|------------|-----------------|------------------|-----------------------|---------------------|
| Non-Qualified Stock Option (right to buy) | | | | | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 34.67 | 05/26/2005 | M | 2,250 | 11/08/2003 01/28/2013 | Common Stock 2,250 |
| Non-Qualified Stock Option (right to buy) | \$ 37.05 | 05/26/2005 | M | 1,875 | 11/08/2003 11/08/2012 | Common Stock 1,875 |
| Non-Qualified Stock Option (right to buy) | \$ 40.66 | | | | 10/27/2004 08/02/2014 | Common Stock 2,250 |
| Non-Qualified Stock Option (right to buy) | \$ 41.79 | | | | 09/21/2005 09/21/2014 | Common Stock 15,000 |
| Non-Qualified Stock Option (right to buy) | \$ 44.6875 | | | | 08/13/2001 08/13/2010 | Common Stock 15,000 |
| Non-Qualified Stock Option (right to buy) | \$ 45.16 | | | | 10/27/2004 04/26/2014 | Common Stock 3,750 |
| Non-Qualified Stock Option (right to buy) | \$ 51.229 | | | | 11/08/2003 07/30/2013 | Common Stock 3,750 |
| Non-Qualified Stock Option (right to buy) | \$ 53.86 | | | | 10/27/2004 10/27/2013 | Common Stock 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 58.1 | | | | 10/27/2004 01/27/2014 | Common Stock 3,000 |

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 Lamb 05/27/2005

**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.

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.