

BARNHOLT EDWARD W
Form 4
November 17, 2017

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 *
BARNHOLT EDWARD W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

(Street)
MILPITAS, CA 95035

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/16/2017 | | S | (A) Code V Amount (D) Price \$ 104.03 <u>(1)</u> | 14,345 | D | |
| Common Stock | 11/16/2017 | | S | (A) Code V Amount (D) Price \$ 105.049 <u>(2)</u> | 10,763 | D | |
| Common Stock | 11/16/2017 | | S | (A) Code V Amount (D) Price \$ 105.911 <u>(3)</u> | 7,645 | D | |
| Common Stock | | | | | 39,167 | I | By Trust <u>(4)</u> |

Common
 Stock -
 Restricted 2,567 D
 Stock Units
(5)

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| BARNHOLT EDWARD W C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035 | X | | | Chairman of the Board |

Signatures

/s/ Teri A. Little as Attorney-in-Fact for Edward W. Barnholt 11/17/2017

**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)

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Represents the weighted average sales price for the shares. The sales prices ranged from \$103.49 to \$104.41. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.

- (2) Represents the weighted average sales price for the shares. The sales prices ranged from \$104.52 to \$105.48. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average sales price for the shares. The sales prices ranged from \$105.60 to \$106.22. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (4) By The Barnholt Family Trust dated January 8, 1987, of which the Reporting Person is a trustee and beneficiary.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.

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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