

KLA TENCOR CORP

Form 4

March 03, 2005

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVY KENNETH

(Last) (First) (Middle)

C/O KLA-TENCOR
CORPORATION, 160 RIO
ROBLES

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2005

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) below)

Chairman of the Board

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	03/01/2005		S		20,000	D	\$ 50.0012	338,000	I	KGMW, LP
Common Stock								1,060	D	
Common Stock								1,719,375	I	by Levy Family Trust
Common Stock								40,000	I	Levy Family Foundation

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Non-Qualified Stock Option	\$ 10.63					08/31/1999 08/31/2008	Common Stock 204,27
Non-Qualified Stock Option	\$ 10.81					10/07/1997 10/08/2006	Common Stock 75,000
Non-Qualified Stock Option	\$ 16.97					10/23/1999 10/23/2008	Common Stock 220,72
Non-Qualified Stock Option	\$ 26.25					11/10/2001 11/10/2010	Common Stock 18,951
Non-Qualified Stock Option	\$ 29.31					10/02/2002 10/02/2011	Common Stock 28,425
Non-Qualified Stock Option	\$ 32.75					04/04/2002 04/04/2011	Common Stock 18,951
Non-Qualified Stock Option	\$ 33.75					10/27/2000 10/27/2009	Common Stock 90,000
Non-Qualified Stock Option	\$ 34.67					11/08/2003 01/28/2013	Common Stock 15,724
Non-Qualified Stock Option	\$ 37.05					11/08/2003 11/08/2012	Common Stock 7,863
Non-Qualified Stock Option	\$ 40.66					10/27/2004 08/02/2014	Common Stock 4,500
Non-Qualified Stock Option	\$ 41.79					09/21/2005 09/21/2014	Common Stock 50,000
Non-Qualified Stock Option	\$ 44.6875					08/13/2000 08/13/2010	Common Stock 37,901

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Non-Qualified Stock Option	\$ 45.16	10/27/2004	04/26/2014	Common Stock	7,500
Non-Qualified Stock Option	\$ 51.229	11/08/2003	07/30/2013	Common Stock	7,863
Non-Qualified Stock Option	\$ 53.86	10/27/2004	10/27/2013	Common Stock	12,000
Non-Qualified Stock Option	\$ 58.1	10/27/2004	01/27/2014	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVY KENNETH C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95134	X		Chairman of the Board	

Signatures

Kenneth Levy 03/03/2005

__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.

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