Edgar Filing: KLA TENCOR CORP - Form 4

KLA TENCO	R CORP										
Form 4 May 10, 2007											
										PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMM Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5	r STATE	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
obligations may contin <i>See</i> Instruc 1(b).	Section 17	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, tion 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 Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> Martin Brian			2. Issuer Name and Ticker or Trading Symbol KLA TENCOR CORP [KLAC]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
C/O KLA-TE	× ,	((Month/Day 05/08/200	y/Year)	saction			Director X Officer (give below) GENEI	_X_ 10% title Othe below) RAL COUNSE	er (specify	
SAN JOSE ((Street)		Filed(Month/Day/Year) Applicable Line) _X_Form filed by O				int/Group Filing(Check One Reporting Person Iore than One Reporting				
SAN JOSE, C	LA							Person			
(City)	(State)	(Zip)	Table	I - Non-Dei	rivative Se	curitie	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		eemed ion Date, if n/Day/Year)	3.4. Securities AcquiredTransactior(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			of	5. Amount of Securities Beneficially Owned Following	OwnershipInForm: DirectB(D) orC	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Stock (Restricted Stock Units) (1)	05/08/2007			А	28,000 (1)	A	\$ 0	28,000 <u>(1)</u>	D		

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Martin Brian C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA	1	Х	GENERAL COUNSEL					
Signatures								
/s/ John Kispert for Brian Martin	05/10/2007	,						
<u>**</u> 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).

Represents Restricted Stock Units. Each unit will entitle the Reporting Person to one share of the Issuer's common stock upon the vesting
(1) of that unit. The units will vest as follows: (i) 50% of the unit vest two years from May 8, 2007 (the "Date of Grant") and (ii) the balance 50% vest four years from the Date of Grant.

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.