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KENNEDY KEV	IN										
Form 4/A											
November 01, 200)7							0.45.4			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								т	OMB APPROVAL		
	shington		N OMB Number:	3235-0287							
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.	suant to S a) of the I	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section						Expires: January 31, 2005 Estimated average burden hours per response 0.5			
See Instruction 1(b).		30(h)	of the Ii	nvestmen	t Compa	ny Act of 1	940				
(Print or Type Respon	ises)										
1. Name and Address of Reporting Person <u>*</u> KENNEDY KEVIN			2. Issuer Name and Ticker or Trading Symbol KLA TENCOR CORP [KLAC]				5. Relationship of Reporting Person(s) to Issuer				
(Last)(First)(Middle)C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 07/31/2007				(Check all applicable)				
							X_ Director 10% Owner Officer (give title Other (specify below) below)				
(S MILPITAS, CA	Filed(M 08/02/				ate Origin r)	al	Applicable Line) _X_ Form filed by	. Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting			
WILLFILAS, CA	95055						Person				
(City) (S	State)	(Zip)	Tab	le I - Non-J	Derivative	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	nsaction Date h/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					Perse infor requi	ons who res mation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and Expiration	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Date	Underlying S

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Security or Exercise (Instr. 3) Price of Derivative Security			any (Month/Day/Year)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Rights to Buy)	\$ 56.79	07/31/2007		A	1,250		07/31/2007 <u>(1)</u>	07/31/2014 <u>(2)</u>	Common Stock
Reporting	g Owner	rs							
Dopositing (Norman Nama (Addaman	Iduaa	Relations	ips					
Kepot ting O	wner Name / Address I		ector 10% Owner	Officer	Other				
KENNEDY KE C/O KLA-TEN ONE TECHNO MILPITAS, CA	COR CORPO LOGY DRIVI		X						
Signature	es								
/s/ Brian Martin as Attorney-in-Fact for Kevin J. Kennedy			rin J.	11/01/2007					
<u>**</u> Signature of Reporting Person				Date					
Explanati	ion of R	esponse	es:						

- * 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) The Option is immediately exercisable for all the underlying shares.
- (2) The Option expiration date was reported incorrectly on the original Form 4.

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.