

Bell Bobby R  
Form 4  
August 08, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Bell Bobby R

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)

3. Date of Earliest Transaction (Month/Day/Year)  
08/04/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

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

MILPITAS, CA 95035

(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)
				Code V	Amount	Price	
Common Stock	08/04/2017		M	(1)	6,900	\$ 0	7,214.917 D
Common Stock	08/04/2017		F	(2)	3,601	\$ 88.83	3,613.917 D
Common Stock	08/06/2017		M	(3)	16,094	\$ 0	19,707.917 D
Common Stock	08/06/2017		F	(4)	8,300	\$ 88.83	11,407.917 D
Common Stock -							73,618 (6) D



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Pursuant to such terms of the August 4, 2016 RSU grant, 3,601 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.

- On August 6, 2013, August 6, 2013, and August 6, 2015, the Reporting Person received a grant of RSUs or PRSUs covering 13,350 (3) (RSU), 13,350 (PRSU) and 17,650 (RSU) shares of KLA-Tencor common stock, respectively. On August 6, 2017, the Reporting Person vested in 25% of such RSUs and 50% of the PRSUs.
- (4) Pursuant to such terms of the August 6, 2013, August 6, 2013 and August 6, 2015 grants, 8,300 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.

- Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made (6) regarding the achievement of the applicable performance goals. Any such holdings will be reported on a Form 4 within two business days of the date such assessment is made.

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.