### Edgar Filing: KLA TENCOR CORP - Form 4

KI A TENCOR CORP

Form 4	005										
November 07, 20 FORM 4 Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Washingt OF CHANGES SEC o Section 16(a) o ae Public Utility H	SECURITIES AND EXCHANGE CO Washington, D.C. 20549 CHANGES IN BENEFICIAL OWN SECURITIES ection 16(a) of the Securities Exchange Public Utility Holding Company Act of of the Investment Company Act of 1940				<b>RSHIP OF</b> ct of 1934,	OMB AP OMB Number: Expires: Estimated av burden hours response	3235-0287 January 31, 2005 verage			
(Print or Type Respo	onses)										
1. Name and Address of Reporting Person *         BINGHAM H RAYMOND         (Last)       (First)         (Middle)         C/O KLA-TENCOR         CORPORATION, 160 RIO         ROBLES			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol KLA TENCOR CORP [KLAC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) $\underbrace{-X}_{\text{Officer (give title }} \underbrace{10\% \text{ Owner}}_{\text{Other (specify below)}}$			
			3. Date of Earliest Transaction (Month/Day/Year) 11/04/2005								
				iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Table I - No	on-Derivati	ive Securi	ties A	Pers	son d, Disposed of,	or Beneficially	v Owned	
1.Title of Security (Instr. 3)			2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code	4. Securi mAcquired Disposed	ties l (A) o l of (D 4 and (A)	- r )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial	
Common Stock-Restricted Stock Units (1)	1 11/04/2	2005		Code V A	Amount	or (D) A	Price \$ 0 (2)	(Instr. 3 and 4) 1,000	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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 7. Title and Am Derivative Transaction of Derivative Expiration Date Underlying Secu Conversion (Month/Day/Year) Execution Date, if (Month/Day/Year) Security or Exercise Code Securities (Instr. 3 and 4) any (Instr. 3) Price of (Month/Day/Year) Acquired (Instr. 8) Derivative (A) or Disposed of Security (D) (Instr. 3, 4, and 5) A Date or Expiration Date Title Exercisable Ν (D) Code V (A) of Non-Oualified Common Stock Option \$49.99 11/04/2005 A 1,250 11/04/2005 11/04/2012 Stock (right to buy) Non-Qualified Common Stock Option \$ 49.99 11/04/2005 А 2,500 11/04/2005 11/04/2012 Stock (right to buy) Non-Qualified Common Stock Option \$ 37.05 11/08/2002 11/08/2012 Stock (right to buy) Non-Qualified Common Stock Option 05/11/2015 \$40.24 05/11/2005 Stock (right to buy) Non-Qualified Common Stock Option \$40.68 10/18/2004 10/18/2014 Stock (right to buy) Non-Qualified Common Stock Option \$44.76 01/25/2005 01/25/2015 Stock (right to buy) Non-Qualified Common Stock Option 11/09/2001 11/09/2011 \$47.23 Stock (right to buy) Non-Qualified Common Stock Option \$ 51.35 08/02/2005 08/02/2012(3) Stock (right to buy) Non-Qualified Common Stock Option \$ 52.75 08/15/2000 08/15/2010 Stock (right to buy) Non-Qualified Common Stock Option 11/05/2013 \$ 59.44 11/05/2003 Stock (right to buy)

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# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
BINGHAM H RAYMOND C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130	Х							
Signatures								
By: Stuart J. Nichols For: H. Raymond Bingham		11/07/2005						
**Signature of Reporting Person		Date	;					
Explanation of Responses:								

# 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) Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.

(2) The restricted stock units will fully vest one year from date of grant and will not be deliverable until three years from the date of grant.

(3) 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.