

KLA TENCOR CORP
 Form 4
 May 02, 2006

FORM 4

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

OMB APPROVAL

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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 *
 URBANEK LIDA

(Last) (First) (Middle)

C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES

(Street)

SAN JOSE, CA 95130

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/02/2006

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)

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	1,946	D	
Common Stock				(A) or (D)	29,555	I	Family Foundation
Common Stock				(A) or (D)	1,271,414	I	by Trust
Common Stock-Restricted Stock Units ⁽¹⁾				(A) or (D)	1,000	D	

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Non-Qualified Stock Option (right to buy)	\$ 47.86	05/02/2006		A	1,250	05/02/2006	05/02/2013	Common Stock	1,250
Non-Qualified Stock Option (right to buy)	\$ 13.44					07/22/1999	07/22/2008	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 17.59					11/17/1998	11/17/2008	Common Stock	6,600
Non-Qualified Stock Option (right to buy)	\$ 26.25					11/10/2000	11/10/2010	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 29					07/22/1998	07/22/2007	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2002	11/08/2012	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 40.24					05/11/2005	05/11/2015	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 40.68					10/18/2004	10/18/2014	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 44.76					01/25/2005	01/25/2015	Common Stock	2,500

