

TOMPKINS JON D  
Form 5  
August 11, 2006

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
TOMPKINS JON D  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

KLA TENCOR, 160 RIO ROBLES  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
06/30/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SAN JOSE, CA 95134  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock                          |                                      |  |                                |   |            |       | 4,200  | D  |                                   |
| Common Stock - Restricted Stock Units |                                      |  |                                |   |            |       | 1,000  | D  |                                   |

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

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SEC 2270 (9-02)

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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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Non-Qualified Stock Option                 | \$ 44.76   | Â                                    | Â  | Â                              | Â Â   | 01/25/2005 01/25/2015                                    | Common Stock 2,5  |
| Non-Qualified Stock Option                 | \$ 47.86   | Â                                    | Â  | Â                              | Â Â   | 05/02/2006 05/02/2013                                    | Common Stock 1,2  |
| Non-Qualified Stock Option                 | \$ 49.99   | Â                                    | Â  | Â                              | Â Â   | 11/04/2005 11/04/2012                                    | Common Stock 1,2  |
| Non-Qualified Stock Option                 | \$ 51.35   | Â                                    | Â  | Â                              | Â Â   | 08/02/2005 08/02/2012                                    | Common Stock 2,5  |
| Non-Qualified Stock Option                 | \$ 51.98   | Â                                    | Â  | Â                              | Â Â   | 01/31/2006 01/31/2013                                    | Common Stock 1,2  |
| Non-Qualified Stock Option                 | \$ 59.44   | Â                                    | Â  | Â                              | Â Â   | 11/05/2003 11/05/2013                                    | Common Stock 10,0   |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TOMPKINS JON D<br>KLA TENCOR<br>160 RIO ROBLES<br>SAN JOSE, CA 95134 | Â X           | Â         | Â       | Â     |

## Signatures

Jon D.  
Tompkins 08/11/2006

\*\*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).

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### Remarks:

Voluntary^ filing^ to^ show^ all^ holdings^ as^ of^ 6/30/2006.

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