### KLA TENCOR CORP

Form 4/A January 30, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

**OMB APPROVAL** 

3235-0287 Number: January 31,

Expires:

2005 Estimated average

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* KISPERT JOHN H

(First)

2. Issuer Name and Ticker or Trading Symbol

KLA TENCOR CORP [klac]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

160 RIO ROBLES

(Month/Day/Year) 12/22/2006

X\_ Officer (give title Other (specify below) below) Chief Operating Officer

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

> Filed(Month/Day/Year) Applicable Line)

12/22/2006

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95130

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Security or Exercise Code Securities Acquired (Month/Day/Year) any

7. Title and

Underlying

(Instr. 3 ar

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

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Dis (D) (Instr. 3, 4	-			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 32.75	12/22/2006		D <u>(1)</u>		2,667	(2)	04/04/2011(3)	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 50.82	12/22/2006		A <u>(1)</u>	2,667		(2)	04/04/2011(3)	Commo
Non-Qualified Stock Option (right to buy)	\$ 29.31	12/22/2006		D <u>(1)</u>		14,000	(2)	10/02/2011(3)	Commo
Non-Qualified Stock Option (right to buy)	\$ 45.25	12/22/2006		A <u>(1)</u>	14,000		(2)	10/02/2011(3)	Commo

# **Reporting Owners**

	Relationships
Reporting Owner Name / Address	<b>1101101</b> 0115111 <b>p</b> 5

Director 10% Owner Officer Other

KISPERT JOHN H 160 RIO ROBLES SAN JOSE, CA 95130

**Chief Operating Officer** 

## **Signatures**

Jeff Hall, Attorney in fact for John Kispert

01/30/2007

\*\*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).

The reported transactions are exempt under SEC Rule 16-b-3, and the related disposition and acquisition transactions for each option involved an amendment to a portion of that option increasing the exercise price per share of such portion to comply with the requirements of Section 409A of the Internal Revenue Code. Such amendment is deemed the cancellation of the portion of the lower-priced option and the grant a replacement option at the higher exercise price per share.

- (2) The option is currently exercisable for vested shares.
- (3) The expiration date of the option was entered incorrectly on the original Form 4 filing.

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.

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