#### Edgar Filing: Tsai Bin-Ming Ben - Form 4

Tsai Bin-Ming B Form 4	len											
February 15, 200	)7											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL				
<b>CURITIES AND EXCHA</b> Washington, D.C. 20549									OMB Number:	3235-0287		
Check this bo if no longer subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 erage per 0.5		
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 1	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 Respo	onses)											
1. Name and Address of Reporting Person <u>*</u> Tsai Bin-Ming Ben			2. Issuer Name <b>and</b> Ticker or Trading Symbol KLA TENCOR CORP [KLAC]					5. Relationship of Reporting Person(s) to assuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check				(Check	all applicable)				
C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES			(Month/Day/Year)					Director 10% Owner XOfficer (give title Other (specify below) below) Executive Vice President				
	(Street) 4. If Amendment Filed(Month/Day/			(Year) Ap			Appl	Individual or Joint/Group Filing(Check pplicable Line) (_ Form filed by One Reporting Person				
SAN JOSE, CA 95130									orm filed by More than One Reporting			
(City)	(State)	(Zip)	Table I - N	on-Derivat	tive Securi	ties A	cquired	l, Disposed of,	or Beneficially	Owned		
		Execution Date, if any	3.4. Securities AcquTransaction(A) or Disposed orCode(D)(Instr. 8)(Instr. 3, 4 and 5)			l of	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
C				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4				
Common Stock-Restricted Stock Units (1)	1 02/13/2	007		А	50,000	А	\$ 0 (2)	50,000	D			
Common Stock								2,915	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.

#### Edgar Filing: Tsai Bin-Ming Ben - Form 4

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Tsai Bin-Ming Ben C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			Executive Vice President				

# Signatures

**Bin-Ming B** 02/15/2007 Tsai

\*\*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).
- (1) Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.
- The restricted stock units vest in two equal installments. The first half vests two years from grant date. The second half vests after four (2)years from grant date.

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.