CALDERONI ROBERT

Form 4 May 03, 2007

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

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Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CALDERONI ROBERT Issuer Symbol KLA TENCOR CORP [KLAC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title C/O KLA-TENCOR 05/03/2007 below) CORPORATION, 160 RIO **ROBLES** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95130

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 1. Title of Security 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. 7. Nature of (Instr. 3) (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect Code Disposed of (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price

Common

(City)

(State)

(Zip)

Stock-Restricted 935 D

Stock Units (1)

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)

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| 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. Transactic Code (Instr. 8) | 5. Number proof 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 Amo Underlying Sect (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|--|--|--------------------|---|----------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | An or No of Sh |
| Non-Qualified Stock Option (right to buy) | \$ 55.88 | 05/01/2007 | | A | 1,250 | 05/01/2007(2) | 04/30/2017 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| CALDERONI ROBERT C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130 | X | | | | | |

Signatures

By: John Kispert For: Robert Calderoni 05/03/2007

**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).
- (1) Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.
- (2) The Option is immediately exercisable for all the underlying shares.

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.

Reporting Owners 2