#### KLA TENCOR CORP

Form 4

August 05, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Bell Bobby R

2. Issuer Name and Ticker or Trading Symbol

KLA TENCOR CORP [KLAC]

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

**Executive Vice President** 

(Last) (First) (Middle) 3. Date of Earliest Transaction

C/O KLA-TENCOR CORPORATION, ONE **TECHNOLOGY DRIVE**  (Month/Day/Year)

08/02/2014

\_X\_\_ Officer (give title below)

10% Owner Other (specify

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Director

Applicable Line)

Filed(Month/Day/Year)

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

MILPITAS, CA 95035

(City)	(State) (	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	08/02/2014		A	10,400	A	(1)	29,127 (2)	D	
Common Stock	08/02/2014		F	4,560 (3)	D	\$ 71.631	24,567	D	
Common Stock	08/02/2014		A	2,625	A	<u>(4)</u>	27,192	D	
Common Stock	08/02/2014		F	987 (5)	D	\$ 71.631	26,205	D	
Common Stock -							79,250 (7)	D	

Restricted Stock Units

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

## 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. Transac Code (Instr. 3	5. ctionNumb of 8) Derive Securi Acqui (A) or Dispo of (D) (Instr. 4, and	er Expiration I (Month/Day ative ties red		7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (	Date Exercisable D)	Expiration Date	Title	Amount or Number of Shares	

### **Reporting Owners**

Poporting Owner Name	A 7.7	Relationships
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Director 10% Owner Officer Other

Bell Bobby R C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035

Executive Vice President

## **Signatures**

Brian M. Martin as Attorney-in-Fact for Bobby
R. Bell
08/05/2014

Date

# \*\*Signature of Reporting Person 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).
- On August 2, 2012, the Reporting Person received a grant of restricted stock units ("RSUs") covering 20,800 shares of KLA-Tencor common stock. On August 2, 2014, the Reporting Person vested in fifty percent (50%) of such RSUs.
- (2) Includes 394 shares acquired by the Reporting Person under the KLA-Tencor Employee Stock Purchase Plan on June 30, 2014.

Reporting Owners 2

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Pursuant to the terms of the August 2, 2012 RSU grant described in note (1) above, 4,560 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which

- (3) the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- On August 2, 2012, the Reporting Person received a grant of RSUs covering 10,500 shares of KLA-Tencor common stock. On August 2, 2014, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
  - Pursuant to the terms of the August 2, 2012 RSU grant described in note (4) above, 987 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which
- (5) the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (6) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.
  - Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made
- (7) regarding the achievement of the applicable performance goals. Any such holdings will be reported on Form 4 within two business days of the date such assessment is made.

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.