Lorig Brian Form 4 September 06, 2017

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer

3235-0287 Number: January 31, Expires:

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *Lorig Brian	2. Issuer Name and Ticker or Trading Symbol KLA TENCOR CORP [KLAC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
ONE TECHNOLOGY DRIVE	09/03/2017	X Officer (give title Other (specify below)			
		SVP			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
MILPITAS, CA 95035		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	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. Transactio Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	09/03/2017		M	662 (1)	A	\$0	1,228	D			
Common Stock	09/03/2017		F	249 (2)	D	\$ 94.08	979	D			
Common Stock	09/04/2017		M	1,528 (3)	A	\$ 0	2,507	D			
Common Stock	09/04/2017		F	575 (2)	D	\$ 94.08	1,932	D			
Common Stock	09/04/2017		M	611 (4)	A	\$0	2,543	D			

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Common Stock	09/04/2017	F	230 (2)	D	\$ 94.08	2,313	D
Common Stock	09/04/2017	M	550 (5)	A	\$ 0	2,863	D
Common Stock	09/04/2017	F	207 (2)	D	\$ 94.08	2,656	D
Common Stock - Restricted Stock Units (6)	09/04/2017	A	2,574 (<u>7)</u>	A	\$ 0	21,971 (8)	D
Common Stock - Restricted Stock Units	09/04/2017	M	1,287 (9)	D	\$ 0	20,684	D
Common Stock	09/04/2017	M	1,287 (9)	A	\$ 0	3,943	D
Common Stock	09/04/2017	F	484 (2)	D	\$ 94.08	3,459	D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative			Secur	ities	(Instr. 5)
	Derivative					Securities			(Instr	. 3 and 4)	
	Security					Acquired					
	·					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
							Date	Expiration		or	
							Exercisable	Date	Title N	Number	
							2.1010184616			of	
				Code	V	(A) (D)				Shares	

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

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lorig Brian

ONE TECHNOLOGY DRIVE SVP

MILPITAS, CA 95035

Signatures

/s/ Teri A. Little, attorney-in-fact for Brian
Lorig 09/06/2017

**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).
- On September 3, 2015, the Reporting Person received a grant of restricted stock units ("RSUs") covering 2,647 shares of KLA-Tencor common stock. On September 3, 2017, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- Pursuant to the terms of the grant, shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax (2) withholding. 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 September 1, 2017.
- On September 4, 2013, the Reporting Person received a grant of performance-based RSUs that was determined by the Compensation (3) Committee of KLA-Tencor's Board of directors to cover 3,056 shares of KLA-Tencor common stock. On September 4, 2017, the Reporting Person vested in fifty percent (50%) of such performance-based RSUs.
- On September 4, 2013, the Reporting Person received a grant of restricted stock units ("RSUs") covering 2,445 shares of KLA-Tencor common stock. On September 4, 2017, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- On September 4, 2014, the Reporting Person received a grant of restricted stock units ("RSUs") covering 2,200 shares of KLA-Tencor common stock. On September 4, 2017, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- (6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
 - On September 4, 2014, in addition to the RSUs granted on that date that were subject only to service-vesting requirements (which RSUs were previously reported on Form 4), the Reporting Person was also granted RSUs covering up to a maximum of 2,750 shares (based on 125% of the target shares of 2,200) of KLA-Tencor common stock, subject to both performance-vesting and service-vesting
- requirements. On August 31, 2017 the Compensation Committee of KLA-Tencor's Board of Directors determined the level at which the corporate performance goals were attained and, based on the assessment, determined that the number of shares subject to the RSUs is 2,574.
- Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made

 (8) regarding the achievement of the applicable performance goals. Any such holdings will be reported on a Form 4 within two business days of the date such assessment is made. Reflects the vesting of awards reflected above.
- The Reporting Person vested fifty percent (50%) of the performance-based RSUs on September 4, 2017 and will vest in the remaining (9) fifty percent (50%) upon his completion of four years of service following the grant date of the award (September 4, 2014). The shares of common stock will be issued as the performance-based RSUs vest.

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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