

Higgins Bren D.  
Form 4  
August 07, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 Responses)

1. Name and Address of Reporting Person \*  
Higgins Bren D.

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)  
08/03/2018

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP & Chief Financial Officer

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

MILPITAS, CA 95035

(City) (State) (Zip)

**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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V Amount or (D) Price   |   |  |   |
| Common Stock - Restricted Stock Units <sup>(1)</sup> | 08/03/2018                           |  | M                              | 2,814 <sup>(2)</sup> D \$ 0                                       | 88,737 <sup>(3)</sup>   | D  |   |
| Common Stock   | 08/03/2018                           |  | M                              | 2,814 <sup>(2)</sup> A \$ 0                                       | 2,814   | D  |   |
| Common Stock   | 08/03/2018                           |  | F                              | 1,396 <sup>(4)</sup> D \$ 119.59                                  | 1,418   | D  |   |
| Common Stock   | 08/04/2018                           |  | M                              | 5,175 D \$ 0  | 83,562 <sup>(3)</sup>   | D  |   |

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|   |            |   |              |   |              |       |   |
|---|------------|---|--------------|---|--------------|-------|---|
| Stock -<br>Restricted<br>Stock Units<br>(1) |            |   | (5)          |   |              |       |   |
| Common<br>Stock                             | 08/04/2018 | M | 5,175<br>(5) | A | \$ 0         | 6,593 | D |
| Common<br>Stock                             | 08/04/2018 | F | 2,566<br>(4) | D | \$<br>119.59 | 4,027 | D |

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

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(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| Higgins Bren D.<br>C/O KLA-TENCOR CORPORATION<br>ONE TECHNOLOGY DRIVE<br>MILPITAS, CA 95035 |               |           | EVP & Chief<br>Financial<br>Officer |       |

## Signatures

/s/ Teri A. Little as Attorney-in-Fact for Bren D. Higgins 08/07/2018

\_\_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 ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
- (2) On August 3, 2017, the Reporting Person was granted an RSU for 11,256 shares of KLA-Tencor Common Stock. On August 3, 2018, 25% of those shares vested.

Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made

- (3) 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.

Pursuant to the terms of the grant, shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax

- (4) 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 August 3, 2018.

- (5) On August 4, 2016, the Reporting Person was granted an RSU for 20,700 shares of KLA-Tencor Common Stock. On August 4, 2018, 25% of those shares vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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