

KLA TENCOR CORP
 Form 4/A
 February 04, 2005

FORM 4

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

OMB APPROVAL

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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 *
BINGHAM H RAYMOND

(Last) (First) (Middle)

C/O KLA-TENCOR, 160 RIO ROBLES

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KLA TENCOR CORP [klac]

3. Date of Earliest Transaction
 (Month/Day/Year)
01/25/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
01/26/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | Price |

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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------|------------------------------|------------------|------------|--|------|---|-------|-----|------------------|-----------------|--------------|----------------------------|
| Non-Qualified Stock Option | \$ 37.05 | | | | | | | | 11/08/2002 | 11/08/2012 | Common Stock | 10,000 |
| Non-Qualified Stock Option | \$ 40.68 | | | | | | | | 10/18/2004 | 10/18/2014 | Common Stock | 2,500 |
| Non-Qualified Stock Option | \$ 44.76 | | | | | | | | 01/25/2005 | 01/25/2015 | Common Stock | 2,500 |
| Non-Qualified Stock Option | \$ 47.23 | | | | | | | | 11/09/2001 | 11/09/2011 | Common Stock | 10,000 |
| Non-Qualified Stock Option | \$ 52.75 | | | | | | | | 08/15/2000 | 08/15/2010 | Common Stock | 20,000 |
| Non-Qualified Stock Option | \$ 59.44 | | | | | | | | 11/05/2003 | 11/05/2013 | Common Stock | 10,000 |
| Non-Qualified Stock Option | \$ 44.76 | 01/25/2005 | | | A | | 2,500 | (1) | 01/25/2005 | 01/25/2015 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BINGHAM H RAYMOND C/O KLA-TENCOR 160 RIO ROBLES SAN JOSE, CA 95134 | | X | | |

Signatures

Raymond Bingham 02/04/2005

**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) Due to an administrative error the number of shares reported for this option was incorrect. The correct amount of shares granted is 2,500.

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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