#### Edgar Filing: KLA TENCOR CORP - Form 4

KLA TENCO	OR CORP										
Form 4											
March 10, 20	_								OMB AF	PROVAL	
FORIN	<b>ORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287			
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur inue.	rsuant to S (a) of the 1	Washington, D.C. 20549 ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES uant to Section 16(a) of the Securities Exchange Act of 1934, ) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							Expires:January 31Expires:2009Estimated averageburden hours perresponse0.5	
(Print or Type F	Responses)										
ELKUS RICHARD J JR Syn				Name and			-	5. Relationship of Reporting Person(s) to Issuer			
		<b>.</b>		ENCOR (	-	LAC	, <b>]</b>	(Checl	k all applicable	)	
(Last) C/O KLA-T CORPORA' ROBLES		Middle)	3. Date of (Month/D 03/10/20		ansaction			_X_ Director Officer (give below)		Owner er (specify	
			endment, Date Original nth/Day/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>				
SAN JOSE,	CA 95130							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio: any		3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3, Amount	sposed 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/10/2005			S	5,000	D	\$ 48.08	70,000	D		

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

Persons who respond to the collection of information contained in this form are not 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)

#### 1. Title of 2. 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Underlying Securities of (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any Code (Instr. 3) (Month/Day/Year) (Instr. 8) Price of Derivative Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount Date Expiration or Title Exercisable Date Number Code V (A) (D) of Shares Non-Qualified Common Stock Option 10/18/2004 10/18/2014 \$40.68 2,500 Stock (right to buy) Non-Qualified Common Stock Option \$44.76 01/25/2005 01/25/2015 2,500 Stock (right to buy) Non-Qualified Common 11/05/2003 11/05/2013 Stock Option \$ 59.44 10,000 Stock (right to buy)

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ELKUS RICHARD J JR C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130	Х					
Signatures						
By: Stuart J. Nichols For: Richard Elkus, Jr.		03/10/2005				
**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).

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.