

KLA TENCOR CORP  
Form 4  
October 20, 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 \*  
NICHOLS STUART J

(Last) (First) (Middle)

C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES

(Street)

SAN JOSE, CA 95130

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/18/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP and General Counsel

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock-Restricted Stock Units <sup>(1)</sup>	10/18/2005		A	8,300 A \$ 0 <sup>(2)</sup>	8,300	D	
Common Stock					2,511	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)

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**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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 26.25					11/10/2001      11/10/2010	Common Stock      4,300
Non-Qualified Stock Option (right to buy)	\$ 29.31					10/02/2002      10/02/2011	Common Stock      12,000
Non-Qualified Stock Option (right to buy)	\$ 32.75					04/04/2002      04/04/2011	Common Stock      6,000
Non-Qualified Stock Option (right to buy)	\$ 33.75					10/27/2000      10/27/2009	Common Stock      21,000
Non-Qualified Stock Option (right to buy)	\$ 34.67					11/08/2003      01/28/2013	Common Stock      6,500
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2003      11/08/2012	Common Stock      3,250
Non-Qualified Stock Option (right to buy)	\$ 40.66					10/27/2004      08/02/2014	Common Stock      2,250
Non-Qualified Stock Option (right to buy)	\$ 41.79					09/21/2005      09/21/2014	Common Stock      15,000
Non-Qualified Stock Option (right to buy)	\$ 44.6875					08/13/2001      08/13/2010	Common Stock      12,000
Non-Qualified Stock Option (right to buy)	\$ 45.16					10/27/2004      04/26/2014	Common Stock      3,750

