

COHEN AVI
Form 4
December 16, 2005

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 *
COHEN AVI

(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)
12/16/2005

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, Pattern Solutions Group

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 Beneficial Ownership (Instr. 4)
Common Stock	12/16/2005		M	A	7,500 \$ 22.25	D	
Common Stock	12/16/2005		S	D	7,500 \$ 50.8944	D	
Common Stock	12/16/2005		M	A	2,500 \$ 10.63	D	
Common Stock	12/16/2005		S	D	2,500 \$ 50.8944	D	
Common Stock	12/16/2005		M	A	2,813 \$ 10.63	D	
Common Stock	12/16/2005		S	D	2,813 \$ 50.8944	D	

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Common Stock	12/16/2005	M	10,000	A	\$ 10.63	12,622	D
Common Stock	12/16/2005	S	10,000	D	\$ 50.8944	2,622	D
Common Stock	12/16/2005	M	10,000	A	\$ 10.63	12,622	D
Common Stock	12/16/2005	S	10,000	D	\$ 50.8944	2,622	D
Common Stock	12/16/2005	M	22,000	A	\$ 10.63	24,622	D
Common Stock	12/16/2005	S	22,000	D	\$ 50.8944	2,622	D
Common Stock-Restricted Stock Units ⁽¹⁾						33,333	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 10.63	12/16/2005		M	2,500	08/31/1999 08/31/2008	08/31/2008	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 10.63	12/16/2005		M	2,813	08/31/1999 08/31/2008	08/31/2008	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 10.63	12/16/2005		M	10,000	08/31/1999 08/31/2008	08/31/2008	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 10.63	12/16/2005		M	10,000	08/31/1999 08/31/2008	08/31/2008	Common Stock	10

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Non-Qualified Stock Option (right to buy)	\$ 10.63	12/16/2005	M	22,000	08/31/1999	08/31/2008	Common Stock	22
Non-Qualified Stock Option (right to buy)	\$ 22.25	12/16/2005	M	7,500	04/30/1998	04/30/2007	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 26.25				11/10/2001	11/10/2010	Common Stock	8,
Non-Qualified Stock Option (right to buy)	\$ 29.31				10/02/2002	10/02/2011	Common Stock	22
Non-Qualified Stock Option (right to buy)	\$ 32.75				04/04/2002	04/04/2011	Common Stock	8,
Non-Qualified Stock Option (right to buy)	\$ 33.75				10/27/2000	10/27/2009	Common Stock	24
Non-Qualified Stock Option (right to buy)	\$ 34.67				11/08/2003	01/28/2013	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 37.05				11/08/2003	11/08/2012	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 40.66				10/27/2004	08/02/2014	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 41.79				09/21/2005	09/21/2014	Common Stock	75
Non-Qualified Stock Option (right to buy)	\$ 44.6875				08/13/2001	08/13/2010	Common Stock	17
Non-Qualified Stock Option (right to buy)	\$ 45.16				10/27/2004	04/26/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 47.95				09/26/2006	09/26/2012	Common Stock	75
Non-Qualified Stock Option (right to buy)	\$ 51.229				11/08/2003	07/30/2013	Common Stock	6,
Non-Qualified Stock Option	\$ 53.86				10/27/2004	10/27/2013	Common Stock	16

(right to buy)

Non-Qualified
 Stock Option \$ 58.1
 (right to buy)

10/27/2004 01/27/2014 Common
 Stock 8,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN AVI C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			VP, Pattern Solutions Group	

Signatures

By: Stuart J. Nichols For: Avi
 Cohen

12/16/2005

__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) Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.

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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