

KLA TENCOR CORP
Form 4
May 04, 2007

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 *
BINGHAM H RAYMOND

(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)
05/04/2007

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)

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/01/2007		S	275 D \$ 55.56	112	D	
Common Stock	05/01/2007		M	1,010 A \$ 44.76	1,122	D	
Common Stock	05/01/2007		S	1,010 D \$ 55.55	112	D	
Common Stock	05/01/2007		M	643 A \$ 44.76	755	D	
Common Stock	05/01/2007		S	643 D \$ 55.54	112	D	

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Common Stock	05/01/2007	M	276	A	\$ 44.76	388	D
Common Stock	05/01/2007	S	276	D	\$ 55.53	112	D
Common Stock	05/01/2007	M	597	A	\$ 44.76	709	D
Common Stock	05/01/2007	S	597	D	\$ 55.52	112	D
Common Stock	05/01/2007	M	750	A	\$ 44.76	862	D
Common Stock	05/01/2007	S	750	D	\$ 55.51	112	D
Common Stock	05/01/2007	M	168	A	\$ 41.45	280	D
Common Stock	05/01/2007	M	1,082	A	\$ 41.45	1,362	D
Common Stock	05/01/2007	S	1,082	D	\$ 55.5	280	D
Common Stock	05/01/2007	M	20	A	\$ 40.24	300	D
Common Stock	05/01/2007	S	20	D	\$ 55.5	280	D
Common Stock	05/01/2007	M	1,745	A	\$ 40.24	2,025	D
Common Stock	05/01/2007	S	1,745	D	\$ 55.49	280	D
Common Stock	05/01/2007	M	735	A	\$ 40.24	1,015	D
Common Stock	05/01/2007	S	735	D	\$ 55.48	280	D
Common Stock	05/01/2007	S	112	D	\$ 55.59	168	D
Common Stock	05/01/2007	S	168	D	\$ 55.51	0	D
Common Stock-Restricted Stock Units ⁽¹⁾						1,935	D

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

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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 Security (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)	\$ 40.24	05/01/2007		M		20		05/11/2005	05/11/2015	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 40.24	05/01/2007		M		1,745		05/11/2005	05/11/2015	Common Stock	1,745
Non-Qualified Stock Option (right to buy)	\$ 40.24	05/01/2007		M		735		05/11/2005	05/11/2015	Common Stock	735
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007		M		92		10/18/2004	10/18/2014	Common Stock	92
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007		M		92		10/18/2004	10/18/2014	Common Stock	92
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007		M		92		10/18/2004	10/18/2014	Common Stock	92
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007		M		184		10/18/2004	10/18/2014	Common Stock	184
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007		M		312		10/18/2004	10/18/2014	Common Stock	312
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007		M		514		10/18/2004	10/18/2014	Common Stock	514
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007		M		459		10/18/2004	10/18/2014	Common Stock	459
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007		M		92		10/18/2004	10/18/2014	Common Stock	92

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Stock Option (right to buy)								Stock	
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007	M	275	10/18/2004	10/18/2014	Common Stock		27
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007	M	184	10/18/2004	10/18/2014	Common Stock		18
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007	M	92	10/18/2004	10/18/2014	Common Stock		9
Non-Qualified Stock Option (right to buy)	\$ 40.68	05/01/2007	M	112	10/18/2004	10/18/2014	Common Stock		11
Non-Qualified Stock Option (right to buy)	\$ 41.45	05/01/2007	M	168	08/01/2006	08/01/2013	Common Stock		16
Non-Qualified Stock Option (right to buy)	\$ 41.45	05/01/2007	M	1,082	08/01/2006	08/01/2013	Common Stock		1,0
Non-Qualified Stock Option (right to buy)	\$ 44.76	05/01/2007	M	898	01/25/2005	01/25/2015	Common Stock		89
Non-Qualified Stock Option (right to buy)	\$ 44.76	05/01/2007	M	367	01/25/2005	01/25/2015	Common Stock		36
Non-Qualified Stock Option (right to buy)	\$ 44.76	05/01/2007	M	184	01/25/2005	01/25/2015	Common Stock		18
Non-Qualified Stock Option (right to buy)	\$ 44.76	05/01/2007	M	275	01/25/2005	01/25/2015	Common Stock		27
Non-Qualified Stock Option (right to buy)	\$ 44.76	05/01/2007	M	1,010	01/25/2005	01/25/2015	Common Stock		1,0
Non-Qualified Stock Option (right to buy)	\$ 44.76	05/01/2007	M	643	01/25/2005	01/25/2015	Common Stock		64
Non-Qualified Stock Option (right to buy)	\$ 44.76	05/01/2007	M	276	01/25/2005	01/25/2015	Common Stock		27
Non-Qualified Stock Option (right to buy)	\$ 44.76	05/01/2007	M	597	01/25/2005	01/25/2015	Common Stock		59

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Non-Qualified Stock Option (right to buy)	\$ 44.76	05/01/2007	M	750	01/25/2005	01/25/2015	Common Stock	75
Non-Qualified Stock Option (right to buy)	\$ 47.23				11/09/2001	11/09/2011	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 47.86				05/02/2006	05/02/2013	Common Stock	1,200
Non-Qualified Stock Option (right to buy)	\$ 49.99				11/04/2005	11/04/2012	Common Stock	3,700
Non-Qualified Stock Option (right to buy)	\$ 50.39				02/14/2007	02/14/2014	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM H RAYMOND C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130	X			

Signatures

By: John Kispert For: Raymond H.
Bingham

05/04/2007

__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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