

COHEN AVI  
Form 4  
October 20, 2004

**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)  
10/18/2004

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)
				(A) or (D)	Price		
Common Stock-Restricted Stock Units <sup>(1)</sup>	10/18/2004		A	33,333	A \$ 0 <sup>(2)</sup>	33,333	D
Common Stock						2,000	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)	\$ 10.63					08/31/1999      08/31/2008	Common Stock      47,313
Non-Qualified Stock Option (right to buy)	\$ 22.25					04/30/1998      04/30/2007	Common Stock      7,500
Non-Qualified Stock Option (right to buy)	\$ 26.25					11/10/2001      11/10/2010	Common Stock      8,750
Non-Qualified Stock Option (right to buy)	\$ 29.31					10/02/2002      10/02/2011	Common Stock      22,500
Non-Qualified Stock Option (right to buy)	\$ 32.75					04/04/2002      04/04/2011	Common Stock      8,750
Non-Qualified Stock Option (right to buy)	\$ 33.75					10/27/2000      10/27/2009	Common Stock      24,000
Non-Qualified Stock Option (right to buy)	\$ 34.67					11/08/2003      01/28/2013	Common Stock      12,500
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2003      11/08/2012	Common Stock      6,250
Non-Qualified Stock Option (right to buy)	\$ 40.66					10/27/2004      08/02/2014	Common Stock      6,000
Non-Qualified Stock Option (right to buy)	\$ 41.79					09/21/2005      09/21/2014	Common Stock      75,000

Non-Qualified Stock Option (right to buy)	\$ 44.6875	08/13/2001	08/13/2010	Common Stock	17,500
Non-Qualified Stock Option (right to buy)	\$ 45.16	10/27/2004	04/26/2014	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 51.229	11/08/2003	07/30/2013	Common Stock	6,250
Non-Qualified Stock Option (right to buy)	\$ 53.86	10/27/2004	10/27/2013	Common Stock	16,000
Non-Qualified Stock Option (right to buy)	\$ 58.1	10/27/2004	01/27/2014	Common Stock	8,000

## 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 10/20/2004

\*\*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.
  - (2) The restricted stock units vest in two equal installments. The first half vests on October 18, 2008. The second half vests the following year on October 18, 2009.

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.