

KLA TENCOR CORP
Form 4
August 08, 2013

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 *
DENTINGER MARK P

(Last) (First) (Middle)

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2013

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)
EVP & Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/06/2013		A		6,625	A	① 7,625
Common Stock	08/06/2013		F		3,457 (2)	D	\$ 58.37 4,168
Common Stock - Restricted Stock Units (3)	08/06/2013		A		13,250 (4) (5)	A	\$ 0 40,025 (6) (7) D

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

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- On August 4, 2011, in addition to the RSUs granted on that date that were subject only to service-vesting requirements (which RSUs have been previously reported on Form 4), the Reporting Person was also granted RSUs covering up to 13,250 shares of KLA-Tencor common stock, subject to both performance-vesting and service-vesting requirements. This is the performance-based RSU award that is described in footnote (1) above. Following the completion of KLA-Tencor's audited financial statements for the 2013 fiscal year, the Compensation Committee of KLA-Tencor's Board of Directors determined on August 6, 2013 the level at which the corporate performance goals were attained and, based on the assessment, determined that the number of shares subject to the RSUs is 13,250.
- (4)
- The Reporting Person vested in fifty percent (50%) of the performance-based RSUs upon the date on which the Compensation Committee of KLA-Tencor's Board of Directors determined the level at which the underlying performance goals were attained (August 6, 2013) and will vest in the remaining fifty percent (50%) upon his completion of four years of service following the grant date of the award (August 4, 2011). The shares of common stock will be issued as the performance-based RSUs vest.
- (5)
- Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made regarding the achievement of the applicable performance goals. Any such holdings will be reported on Form 4 within two business days of the date such assessment is made.
- (6)
- Reflects an increase of 13,250 RSUs in connection with the determination of the level at which the August 4, 2011 performance-based RSUs were attained, less the fifty percent (50%) of such award that vested upon such assessment, as described in footnote (1) above.
- (7)

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.