

KLA TENCOR CORP
Form 4
August 04, 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 *
URBANEK LIDA

(Last) (First) (Middle)

C/O KLA TENCOR, 160 RIO ROBLES

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2005

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)

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)
Common Stock				(A) or (D)	1,946	D	
Common Stock				(A) or (D)	29,555	I	Family Foundation
Common Stock				(A) or (D)	1,271,414	I	by Trust

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

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SEC 1474 (9-02)

number.

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 Number Shares
Call Option (obligation to sell)	\$ 67.03	08/02/2005		J ⁽¹⁾	<u>0</u> (1)	08/04/2008	08/04/2008	Common Stock	100,000
Put Option (right to sell)	\$ 43.79	08/02/2005		P	<u>0</u> (1)	08/04/2008	08/04/2008	Common Stock	100,000
Non-Qualified Stock Option	\$ 12.5					06/13/1996	05/13/2006	Common Stock	280
Non-Qualified Stock Option	\$ 13.44					07/22/1999	07/22/2008	Common Stock	5,000
Non-Qualified Stock Option	\$ 17.59					11/17/1998	11/17/2008	Common Stock	6,666
Non-Qualified Stock Option	\$ 26.25					11/10/2000	11/10/2010	Common Stock	10,000
Non-Qualified Stock Option	\$ 29					07/22/1998	07/22/2007	Common Stock	5,000
Non-Qualified Stock Option	\$ 37.05					11/08/2002	11/08/2012	Common Stock	10,000
Non-Qualified Stock Option	\$ 40.24					05/11/2005	05/11/2015	Common Stock	2,500
Non-Qualified Stock Option	\$ 40.68					10/18/2004	10/18/2014	Common Stock	2,500
Non-Qualified Stock Option	\$ 44.76					01/25/2005	01/25/2015	Common Stock	2,500
Non-Qualified Stock Option	\$ 46.28					11/16/1999	11/16/2009	Common Stock	10,000
Non-Qualified Stock Option	\$ 47.23					11/09/2001	11/09/2011	Common Stock	10,000

Non-Qualified Stock Option	\$ 51.35	08/02/2005	08/02/2015	Common Stock	2,500
Non-Qualified Stock Option	\$ 59.44	11/05/2003	11/05/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
URBANEK LIDA C/O KLA TENCOR 160 RIO ROBLES SAN JOSE, CA 95134		X		

Signatures

Lida Urbanek 08/04/2005

**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).

The reporting person entered into a "zero-cost collar" arrangement pursuant to which she wrote a covered call option and purchased a put (1) option. Only one of the options can be in the money on the expiration date, at which time the in-the-money option will be exercised (and settled for cash), and the other option will expire.

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.