KLA TENCOR CORP

Form 4

August 06, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

0.5

response...

Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person ** Kirk Michael			2. Issuer Name and Ticker or Trading Symbol KLA TENCOR CORP [KLAC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
ONE TECHNOLOGY DRIVE		IVE	(Month/Day/Year) 08/04/2014	Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MILPITAS, CA	A 95035		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (A	Table Table	I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acqui Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/04/2014		S <u>(1)</u>	7,478	D	\$ 71.41	416	D	
Common Stock	08/05/2014		A	8,250	A	<u>(2)</u>	8,666	D	
Common Stock	08/05/2014		F	4,305 (3)	D	\$ 71.6	4,361	D	
Common Stock	08/05/2014		A	8,250	A	<u>(4)</u>	12,611	D	
Common Stock	08/05/2014		F	4,305 (5)	D	\$ 71.6	8,306	D	

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Common Stock -Restricted Stock Units

(6)

62,750 (7) D

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

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SEC 1474

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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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kirk Michael

ONE TECHNOLOGY DRIVE Executive Vice President

MILPITAS, CA 95035

Signatures

Brian M. Martin as Attorney-In-Fact for Michael D.

Kirk

08/06/2014

**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) This sale was effected pursuant to the terms of a Rule 10b5-1 trading plan adopted by the Reporting Person on December 13, 2013.

Reporting Owners 2

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- On August 5, 2010, the Reporting Person received a grant of performance-based restricted stock units ("RSUs") that, following the completion of fiscal year 2012, was determined by the Compensation Committee of KLA-Tencor's Board of Directors to cover, based on KLA-Tencor's financial performance during fiscal years 2011 and 2012, 16,500 shares of KLA-Tencor common stock. On August 5, 2014, the Reporting Person vested in fifty percent (50%) of such performance-based RSUs.
- Pursuant to the terms of the August 5, 2010 performance-based RSU grant described in note (2) above, 4,305 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on such vesting date.
- On August 5, 2010, the Reporting Person received a grant of RSUs covering 16,500 shares of KLA-Tencor common stock. On August 5, 2014, the Reporting Person vested in fifty percent (50%) of such RSUs.
- Pursuant to the terms of the August 5, 2010 RSU grant described in note (4) above, 4,305 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on such vesting date.
- (6) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.
- 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.

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.