

KLA TENCOR CORP
 Form 4
 May 02, 2006

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 *
BARNHOLT EDWARD W

(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)
05/02/2006

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: Beneficial or Indirect (Instr. 4)
Common Stock				(A) or (D)	1,000	D	
Common Stock-Restricted Stock Units ⁽¹⁾				(A) or (D)	1,000	D	

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

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 (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 Security (Instr. 3 and 4)	8. Date Acquired or Disposed of (Month/Day/Year)	9. Title	10. Amount or Number of Underlying Securities
Non-Qualified Stock Option (right to buy)	\$ 47.86	05/02/2006		A	1,250	05/02/2006 05/02/2013	Common Stock		1	
Non-Qualified Stock Option (right to buy)	\$ 17.59					11/17/1998 11/17/2008	Common Stock		5	
Non-Qualified Stock Option (right to buy)	\$ 26.25					11/10/2000 11/10/2010	Common Stock		1	
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2002 11/08/2012	Common Stock		1	
Non-Qualified Stock Option (right to buy)	\$ 40.24					05/11/2005 05/11/2015	Common Stock		2	
Non-Qualified Stock Option (right to buy)	\$ 40.68					10/18/2004 10/18/2014	Common Stock		2	
Non-Qualified Stock Option (right to buy)	\$ 44.76					01/25/2005 01/25/2015	Common Stock		2	
Non-Qualified Stock Option (right to buy)	\$ 46.28					11/16/1999 11/16/2009	Common Stock		1	
Non-Qualified Stock Option (right to buy)	\$ 47.23					11/09/2001 11/09/2011	Common Stock		1	
Non-Qualified Stock Option (right to buy)	\$ 49.99					11/04/2005 11/04/2012	Common Stock		1	
Non-Qualified Stock Option (right to buy)	\$ 51.35					08/02/2005 08/02/2012 ⁽²⁾	Common Stock		2	

Stock Option (right to buy)					Stock
Non-Qualified Stock Option (right to buy)	\$ 51.98		01/31/2006	01/31/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 59.44		11/05/2003	11/05/2013	Common Stock

Reporting Owners

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

Signatures

By: Stuart J. Nichols For: Edward W.
Barnholt

05/02/2006

**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) Option expiration date was reported incorrectly on the original Form 4.

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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