

KLA TENCOR CORP
Form 4
August 08, 2006

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)
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)
08/08/2006

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)
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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,196	D	
Common Stock-Restricted Stock Units					33,333	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	\$ 26.25					11/10/2001	11/10/2010	Common Stock	8,750
Non-Qualified Stock Option	\$ 29.31					10/02/2002	10/02/2011	Common Stock	22,500
Non-Qualified Stock Option	\$ 32.75					04/04/2002	04/04/2011	Common Stock	8,750
Non-Qualified Stock Option	\$ 33.75					10/27/2000	10/27/2009	Common Stock	24,000
Non-Qualified Stock Option	\$ 34.67					11/08/2003	01/28/2013	Common Stock	12,500
Non-Qualified Stock Option	\$ 37.05					11/08/2003	11/08/2012	Common Stock	6,250
Non-Qualified Stock Option	\$ 40.66					10/27/2004	08/02/2014	Common Stock	6,000
Non-Qualified Stock Option	\$ 41.79					09/21/2005	09/21/2014	Common Stock	75,000
Non-Qualified Stock Option	\$ 44.6875					08/13/2001	08/13/2010	Common Stock	17,500
Non-Qualified Stock Option	\$ 45.16					10/27/2004	04/26/2014	Common Stock	10,000
Non-Qualified Stock Option	\$ 47.95					09/26/2006	09/26/2012	Common Stock	75,000
Non-Qualified Stock Option	\$ 51.229					11/08/2003	07/30/2013	Common Stock	6,250
Non-Qualified Stock Option	\$ 53.86					10/27/2004	10/27/2013	Common Stock	16,000
Non-Qualified Stock Option	\$ 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 160 RIO ROBLES SAN JOSE, CA 95130			VP, Pattern Solutions Group	

Signatures

Avi Cohen 08/08/2006

__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).

Remarks:

Voluntary filing of Exit Form-no longer subject to Section 16 effective August 3, 2006.

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.