

KLA TENCOR CORP  
Form 8-K  
April 28, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**Form 8-K**

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**Current Report  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 28, 2005**

**KLA-Tencor Corporation**

(Exact name of registrant as specified in its charter)

**000-09992**

(Commission File Number)

**Delaware**

(State or other jurisdiction  
of incorporation)

**04-2564110**

(I.R.S. Employer Identification No.)

**160 Rio Robles  
San Jose, California  
95134**

(Address of principal executive offices, with zip code)

**(408) 875-3000**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 2.02 Results of Operations and Financial Condition**

On April 28, 2005, KLA-Tencor Corporation issued a press release regarding its financial results for the quarter ended March 31, 2005. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

The information in this Form 8-K and the exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release issued by KLA-Tencor Corporation dated April 28, 2005.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**KLA-TENCOR CORPORATION**

Date: April 28, 2005

By: /s/ John H. Kispert  
John H. Kispert  
Executive Vice President and Chief  
Financial Officer

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