

KLA TENCOR CORP  
Form 8-K  
February 15, 2005

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

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**February 14, 2005**

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**KLA-TENCOR CORPORATION**  
(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation)

**000-09992**  
(Commission File Number)

**04-2564110**  
(IRS Employer  
Identification No.)

**160 Rio Robles**  
**San Jose, California 95134**  
(Address of principal executive offices, including 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 8.01 Other Events**

The Board of Directors of KLA-Tencor Corporation (the Company ) has approved the initiation of a quarterly cash dividend and has declared a dividend of 12 cents per share of its outstanding common stock, payable on June 1, 2005 to KLA-Tencor stockholders of record on May 2, 2005.

The Board of Directors also authorized the repurchase of an additional ten million shares of common stock under the Company s ongoing stock repurchase program.

**Item 9.01. Financial Statements and Exhibits**

**(c) Exhibits.**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<b>99.1</b>	Press Release dated February 14, 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**

By: /s/ John H. Kispert  
**JOHN H. KISPERT**  
**EXECUTIVE VICE PRESIDENT**  
**AND CHIEF FINANCIAL OFFICER**

Date: **February 15, 2005**

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<b>99.1</b>	Press Release dated February 14, 2005