

FAULKNER H KIMBALL
Form 4
October 13, 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 *
FAULKNER H KIMBALL

(Last) (First) (Middle)

C/O ADE CORPORATION, 80
WILSON WAY

(Street)

WESTWOOD, MA 02090

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADE CORP [ADEX]

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2006

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 (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/11/2006		D	99,717 (1)	D (2) 0	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.97	10/11/2006		D	5,000	⁽³⁾ 09/21/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 20.74	10/11/2006		D	10,000	⁽⁴⁾ 05/18/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAULKNER H KIMBALL C/O ADE CORPORATION 80 WILSON WAY WESTWOOD, MA 02090	X			

Signatures

/s/ H. Kimball
Faulkner
10/13/2006
Date

**Signature of Reporting Person

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) Since the reporting person's last report on Form 4, 99,717 shares owned directly by the reporting person have been contributed to a grantor retained annuity trust.
- (2) Disposed of pursuant to merger agreement between issuer and KLA-Tencor Corporation in exchange for \$32.50 per share on the effective date of the merger.
- (3) This option, which provided for vesting in equal installments annually over a five year period, was canceled in the merger in exchange for a cash payment of \$52,650 representing the difference between the exercise price of the option and \$32.50.
- (4) This option, which provided for vesting in equal installments quarterly over a five year period, was canceled in the merger in exchange for a cash payment of \$117,600 representing the difference between the exercise price of the option and \$32.50.

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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