

KLA TENCOR CORP  
Form 4  
October 20, 2005

**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 \*  
NICHOLS STUART J

(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)  
10/18/2005

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 and General Counsel

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock-Restricted Stock Units <sup>(1)</sup> | 10/18/2005                           |  | A                              | 8,300   | A \$ 0 <sup>(2)</sup>   | 8,300  | D                                 |
| Common Stock                                       |                                      |  |                                |   |   | 2,511  | D                                 |

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

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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 (right to buy)  | \$ 26.25   |                                      |  |                                |   | 11/10/2001      11/10/2010                               | Common Stock      4,300                                       |
| Non-Qualified Stock Option (right to buy)  | \$ 29.31   |                                      |  |                                |   | 10/02/2002      10/02/2011                               | Common Stock      12,000                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 32.75   |                                      |  |                                |   | 04/04/2002      04/04/2011                               | Common Stock      6,000                                       |
| Non-Qualified Stock Option (right to buy)  | \$ 33.75   |                                      |  |                                |   | 10/27/2000      10/27/2009                               | Common Stock      21,000                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 34.67   |                                      |  |                                |   | 11/08/2003      01/28/2013                               | Common Stock      6,500                                       |
| Non-Qualified Stock Option (right to buy)  | \$ 37.05   |                                      |  |                                |   | 11/08/2003      11/08/2012                               | Common Stock      3,250                                       |
| Non-Qualified Stock Option (right to buy)  | \$ 40.66   |                                      |  |                                |   | 10/27/2004      08/02/2014                               | Common Stock      2,250                                       |
| Non-Qualified Stock Option (right to buy)  | \$ 41.79   |                                      |  |                                |   | 09/21/2005      09/21/2014                               | Common Stock      15,000                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 44.6875   |                                      |  |                                |   | 08/13/2001      08/13/2010                               | Common Stock      12,000                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 45.16   |                                      |  |                                |   | 10/27/2004      04/26/2014                               | Common Stock      3,750                                       |

|   |           |            |            |                 |        |
|---|-----------|------------|------------|-----------------|--------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 47.95  | 09/26/2006 | 09/26/2012 | Common<br>Stock | 15,000 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 51.229 | 11/08/2003 | 07/30/2013 | Common<br>Stock | 3,250  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 53.86  | 10/27/2004 | 10/27/2013 | Common<br>Stock | 6,000  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 58.1   | 10/27/2004 | 01/27/2014 | Common<br>Stock | 3,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| NICHOLS STUART J<br>C/O KLA-TENCOR CORPORATION<br>160 RIO ROBLES<br>SAN JOSE, CA 95130 |               |           | VP and General Counsel |       |

## Signatures

Stuart J. Nichols                      10/20/2005  
 \*\*Signature of                      Date  
 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) Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.
  - (2) The restricted stock units vest in two equal installments. The first half vests four years from grant date. The second half vests one year thereafter.

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.