KLA TENCOR CORP
Form 4
March 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVY KENNETH

(Last) (First) (Middle)

C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KLA TENCOR CORP [klac]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2005		S		20,000	D	$ 50.0012	338,000	I	KGMW, LP
Common Stock								1,060	D	
Common Stock								1,719,375	I	by Levy Family Trust
Common Stock								40,000	I	Levy Family Foundation

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	$ 10.63							08/31/1999	08/31/2008	Common Stock	204,27
Non-Qualified Stock Option	$ 10.81							10/07/1997	10/08/2006	Common Stock	75,000
Non-Qualified Stock Option	$ 16.97							10/23/1999	10/23/2008	Common Stock	220,72
Non-Qualified Stock Option	$ 26.25							11/10/2001	11/10/2010	Common Stock	18,951
Non-Qualified Stock Option	$ 29.31							10/02/2002	10/02/2011	Common Stock	28,425
Non-Qualified Stock Option	$ 32.75							04/04/2002	04/04/2011	Common Stock	18,951
Non-Qualified Stock Option	$ 33.75							10/27/2000	10/27/2009	Common Stock	90,000
Non-Qualified Stock Option	$ 34.67							11/08/2003	01/28/2013	Common Stock	15,724
Non-Qualified Stock Option	$ 37.05							11/08/2003	11/08/2012	Common Stock	7,863
Non-Qualified Stock Option	$ 40.66							10/27/2004	08/02/2014	Common Stock	4,500
Non-Qualified Stock Option	$ 41.79							09/21/2005	09/21/2014	Common Stock	50,000
Non-Qualified Stock Option	$ 44.6875							08/13/2000	08/13/2010	Common Stock	37,901

Non-Qualified Stock Option	$ 45.16		10/27/2004	04/26/2014	Common Stock	7,500
Non-Qualified Stock Option	$ 51.229		11/08/2003	07/30/2013	Common Stock	7,863
Non-Qualified Stock Option	$ 53.86		10/27/2004	10/27/2013	Common Stock	12,000
Non-Qualified Stock Option	$ 58.1		10/27/2004	01/27/2014	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVY KENNETH C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95134	X		Chairman of the Board	

Signatures

Kenneth Levy	03/03/2005
**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).

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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