KLA TENCOR CORP
Form 4
May 03, 2007

FORM 4

OMB APPROVAL

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

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 *
BINGHAM H RAYMOND

(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)
05/03/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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-Restricted Stock Units (1)								1,935	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)

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. Ti Unde (Inst
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Non-Qualified Stock Option (right to buy)	$ 55.88	05/01/2007		A		1,250		05/01/2007(2)	04/30/2017	Co S
Non-Qualified Stock Option (right to buy)	$ 40.24							05/11/2005	05/11/2015	Co S
Non-Qualified Stock Option (right to buy)	$ 40.68							10/18/2004	10/18/2014	Co S
Non-Qualified Stock Option (right to buy)	$ 41.45							08/01/2006	08/01/2013	Co S
Non-Qualified Stock Option (right to buy)	$ 44.76							01/25/2005	01/25/2015	Co S
Non-Qualified Stock Option (right to buy)	$ 47.23							11/09/2001	11/09/2011	Co S
Non-Qualified Stock Option (right to buy)	$ 47.86							05/02/2006	05/02/2013	Co S
Non-Qualified Stock Option (right to buy)	$ 49.99							11/04/2005	11/04/2012	Co S
Non-Qualified Stock Option (right to buy)	$ 50.39							02/14/2007	02/14/2014	Co S
Non-Qualified Stock Option (right to buy)	$ 51.35							08/02/2005	08/02/2012(3)	Co S
Non-Qualified Stock Option (right to buy)	$ 51.98							01/31/2006	01/31/2013	Co S
	$ 52.75							08/15/2000	08/15/2010	

Non-Qualified Stock Option (right to buy)				Co S
Non-Qualified Stock Option (right to buy)	$ 53.47	03/29/2007	03/29/2014	Co S
Non-Qualified Stock Option (right to buy)	$ 59.44	11/05/2003	11/05/2013	Co S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM H RAYMOND C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130	X			

Signatures

By: John Kispert For: Raymond H Bingham	05/03/2007
**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).
- **(1)** Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.
- **(2)** The Option is immediately exercisable for all the underlying shares.
- **(3)** Option expiration date was reported incorrectly on the original Form 4.

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.