

KLA TENCOR CORP

Form 4

August 06, 2013

FORM 4
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Brian

(Last) (First) (Middle)

C/O KLA-TENCOR
CORPORATION, ONE
TECHNOLOGY DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
Executive VP & General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/02/2013		A		1,825 A <u>(1)</u>	3,102 <u>(2)</u>	D
Common Stock	08/02/2013		F		686 <u>(3)</u> D \$ 59.5	2,416	D
Common Stock	08/03/2013		A		5,525 A <u>(4)</u>	7,941	D
Common Stock	08/03/2013		F		2,077 <u>(5)</u> D \$ 59.5	5,864	D
Common Stock	08/03/2013		A		5,525 A <u>(6)</u>	11,389	D

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Common Stock	08/03/2013	F	<u>2,077</u> (7)	D	\$ 59.5	9,312	D
Common Stock	08/03/2013	A	9,700	A	(8)	19,012	D
Common Stock	08/03/2013	F	<u>4,488</u> (9)	D	\$ 59.5	14,524	D
Common Stock	08/04/2013	A	3,600	A	(10)	18,124	D
Common Stock	08/04/2013	F	<u>1,879</u> (11)	D	\$ 59.5	16,245	D
Common Stock - Restricted Stock Units (12)						18,975 (13)	D

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Martin Brian C/O KLA-TENCOR CORPORATION	Executive VP & General

ONE TECHNOLOGY DRIVE
MILPITAS, CA 95035

Counsel

Signatures

Brian M. Martin

08/06/2013

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) On August 2, 2012, the Reporting Person received a grant of restricted stock units ("RSUs") covering 7,300 shares of KLA-Tencor common stock. On August 2, 2013, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- (2) Includes 85 shares of KLA-Tencor common stock acquired by the Reporting Person under the KLA-Tencor Employee Stock Purchase Plan on June 30, 2013.
- (3) Pursuant to such terms of the August 2, 2012 RSU grant, 686 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- (4) On August 3, 2009, the Reporting Person received a grant of performance-based RSUs that, following the completion of fiscal year 2010, was determined by the Compensation Committee of KLA-Tencor's Board of Directors (in August 2010) to cover, based on KLA-Tencor's financial performance during fiscal year 2010, 11,050 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of such performance-based RSUs.
- (5) Pursuant to the terms of the August 3, 2009 performance-based RSU grant, 2,077 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (6) On August 3, 2009, the Reporting Person received a grant of RSUs covering 11,050 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of such RSUs.
- (7) Pursuant to the terms of the August 3, 2009 RSU grant, 2,077 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (8) On August 3, 2009, the Reporting Person received a supplemental grant of RSUs covering 19,400 shares of KLA-Tencor common stock. On August 3, 2013, the Reporting Person vested in fifty percent (50%) of such RSUs.
- (9) Pursuant to the terms of the August 3, 2009 supplemental RSU grant, 4,488 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (10) On August 4, 2011, the Reporting Person received a grant of RSUs covering 7,200 shares of KLA-Tencor common stock. On August 4, 2013, the Reporting Person vested in fifty percent (50%) of such RSUs.
- (11) Pursuant to the terms of the August 4, 2011 RSU grant, 1,879 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. Because the vesting date of such RSUs occurred on a day on which the NASDAQ Stock Market was closed for trading, the fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on the last completed trading day immediately prior to such vesting date.
- (12) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.
- (13) Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made regarding the achievement of the applicable performance goals. Any such holdings will be reported on Form 4 within two business days of the date such assessment is made.

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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