

URBANEK LIDA  
Form 4  
May 11, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
URBANEK LIDA

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/11/2005

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

C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN JOSE, CA 95130

(City) (State) (Zip)

**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	05/11/2005		M		1,946	A	\$ 17.78
Common Stock					29,555	I	
Common Stock					1,271,414	I	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.78	05/11/2005		M		1,946		06/15/1995	05/15/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 40.24	05/11/2005		A		2,500		05/11/2005	05/11/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.5							06/13/1996	05/13/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.44							07/22/1999	07/22/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.59							11/17/1998	11/17/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.25							11/10/2000	11/10/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29							07/22/1998	07/22/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.05							11/08/2002	11/08/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 40.68							10/18/2004	10/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 44.76							01/25/2005	01/25/2015	Common Stock

