

KLA TENCOR CORP

Form 4

May 27, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMB MAUREEN L

(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)
05/26/2005

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 below) ____ Other (specify
below) below)

VP Finance & Treasury

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	05/26/2005		M		334	A	\$ 33.75	4,510	D
Common Stock	05/26/2005		S		334	D	\$ 45	4,176	D
Common Stock	05/26/2005		M		750	A	\$ 26.25	4,926	D
Common Stock	05/26/2005		S		750	D	\$ 45	4,176	D
Common Stock	05/26/2005		M		625	A	\$ 32.75	4,801	D

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Common Stock	05/26/2005	S	625	D	\$ 45.02	4,176	D
Common Stock	05/26/2005	M	1,875	A	\$ 29.31	6,051	D
Common Stock	05/26/2005	S	1,875	D	\$ 45	4,176	D
Common Stock	05/26/2005	M	1,875	A	\$ 37.05	6,051	D
Common Stock	05/26/2005	S	1,875	D	\$ 45	4,176	D
Common Stock	05/26/2005	M	2,250	A	\$ 34.67	6,426	D
Common Stock	05/26/2005	S	2,250	D	\$ 45.0517	4,176	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 Security (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	05/26/2005		M		750		11/10/2001	11/10/2010	Common Stock	750
Non-Qualified Stock Option (right to buy)	\$ 29.31	05/26/2005		M		1,875		10/02/2002	10/02/2011	Common Stock	1,875
Non-Qualified Stock Option (right to buy)	\$ 32.75	05/26/2005		M		625		04/04/2002	04/04/2011	Common Stock	625
	\$ 33.75	05/26/2005		M		334		10/27/2000	10/27/2009		334

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 34.67	05/26/2005	M	2,250	11/08/2003	01/28/2013		Common Stock	2,2
Non-Qualified Stock Option (right to buy)	\$ 37.05	05/26/2005	M	1,875	11/08/2003	11/08/2012		Common Stock	1,8
Non-Qualified Stock Option (right to buy)	\$ 40.66				10/27/2004	08/02/2014		Common Stock	2,2
Non-Qualified Stock Option (right to buy)	\$ 41.79				09/21/2005	09/21/2014		Common Stock	15,0
Non-Qualified Stock Option (right to buy)	\$ 44.6875				08/13/2001	08/13/2010		Common Stock	15,0
Non-Qualified Stock Option (right to buy)	\$ 45.16				10/27/2004	04/26/2014		Common Stock	3,7
Non-Qualified Stock Option (right to buy)	\$ 51.229				11/08/2003	07/30/2013		Common Stock	3,7
Non-Qualified Stock Option (right to buy)	\$ 53.86				10/27/2004	10/27/2013		Common Stock	6,0
Non-Qualified Stock Option (right to buy)	\$ 58.1				10/27/2004	01/27/2014		Common Stock	3,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMB MAUREEN L C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			VP Finance & Treasury	

Signatures

By: Stuart J. Nichols For: Maureen
Lamb 05/27/2005

**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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