

KLA TENCOR CORP

Form 4

October 31, 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARNHOLT EDWARD W

(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)
10/29/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman of the Board

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	10/29/2013		M		5,000	A	\$ 59.44	8,809	D	
Common Stock	10/29/2013		S		5,000	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013		M		5,000	A	\$ 59.44	8,809	D	
Common Stock	10/29/2013		S		5,000	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013		M		2,500	A	\$ 44.76	6,309	D	

Edgar Filing: KLA TENCOR CORP - Form 4

Common Stock	10/29/2013	S	2,500	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013	M	2,500	A	\$ 40.24	6,309	D	
Common Stock	10/29/2013	S	2,500	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013	M	1,875	A	\$ 55.88	5,684	D	
Common Stock	10/29/2013	S	1,875	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013	M	1,875	A	\$ 56.79	5,684	D	
Common Stock	10/29/2013	S	1,875	D	\$ 64.85	3,809	D	
Common Stock	10/29/2013	M	1,875	A	\$ 52.84	5,684	D	
Common Stock	10/29/2013	S	1,875	D	\$ 64.85	3,809	D	
Common Stock						39,167	I	By Trust (1)
Common Stock - Restricted Stock Units (2)						3,836	D	

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 displays a currently valid OMB control number.

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. 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 (Right to Buy)	\$ 59.44	10/29/2013	M	5,000	<u>(3)</u>	11/05/2013	Common Stock	5,000
Non-Qualified Stock Option (Right to Buy)	\$ 59.44	10/29/2013	M	5,000	<u>(3)</u>	11/05/2013	Common Stock	5,000
Non-Qualified Stock Option (Right to Buy)	\$ 44.76	10/29/2013	M	2,500	<u>(4)</u>	01/25/2015	Common Stock	2,500
Non-Qualified Stock Option (Right to buy)	\$ 40.24	10/29/2013	M	2,500	<u>(5)</u>	05/11/2015	Common Stock	2,500
Non-Qualified Stock Option (Right to Buy)	\$ 55.88	10/29/2013	M	1,875	<u>(6)</u>	05/01/2014	Common Stock	1,875
Non-Qualified Stock Option (Right to Buy)	\$ 56.79	10/29/2013	M	1,875	<u>(7)</u>	07/31/2014	Common Stock	1,875
Non-Qualified Stock Option (Right to buy)	\$ 52.84	10/29/2013	M	1,875	<u>(8)</u>	10/30/2014	Common Stock	1,875

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNHOLT EDWARD W C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035	X			Chairman of the Board

Signatures

Brian M. Martin as Attorney-in-Fact for Edward W. Barnholt

10/31/2013

 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) By The Barnholt Family Trust dated January 8, 1987, of which the Reporting Person is a trustee and beneficiary.

(2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.

(3) Represents a stock option granted on November 5, 2003, granting the Reporting Person the right to purchase up to 5,000 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on November 5, 2003.

Edgar Filing: KLA TENCOR CORP - Form 4

- (4) Represents a stock option granted on January 25, 2005, granting the Reporting Person the right to purchase up to 2,500 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on January 25, 2005.
- (5) Represents a stock option granted on May 11, 2005, granting the Reporting Person the right to purchase up to 2,500 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on May 11, 2005.
- (6) Represents a stock option granted on May 1, 2007, granting the Reporting Person the right to purchase up to 1,875 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on May 1, 2007.
- (7) Represents a stock option granted on July 31, 2007, granting the Reporting Person the right to purchase up to 1,875 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on July 31, 2007.
- (8) Represents a stock option granted on October 30, 2007, granting the Reporting Person the right to purchase up to 1,875 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on October 30, 2007.

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.