KLA TENCOR CORP

Form 4

August 11, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bell Bobby R

(Street)

(State)

(Middle)

(Zin)

2. Issuer Name and Ticker or Trading Symbol

KLA TENCOR CORP [KLAC]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

3. Date of Earliest Transaction

(Check all applicable)

Executive Vice President

C/O KLA-TENCOR

(Month/Day/Year)

Director X_ Officer (give title below)

10% Owner Other (specify

CORPORATION, ONE **TECHNOLOGY DRIVE**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

08/07/2014

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

Person

MILPITAS, CA 95035

(City)

(City)	(State) (2	Table	e I - Non-D	erivative S	ecuri	ties Acqu	ired, Disposed of,	or Beneficiall	y 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)	or(A) or Dis	Securities Acquired (a) or Disposed of (D) (b) nstr. 3, 4 and 5) (A) (B) (B) (C) (C) (C) (C) (C) (C) (C) (C) (C) (C		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock - Restricted Stock Units	08/07/2014		A	14,650 (2)	A	\$ 0	74,062 (3)	D	
Common Stock	08/08/2014		S(4)	5,740	D	\$ 71.72	29,951	D	

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

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displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable Date	Title Number				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Bobby R			Executive	

Bell Bobby R C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035

Vice President

Relationships

Date

Signatures

Jeffrey S. Eisenberg as Attorney-In-Fact for Bobby R. Bell 08/11/2014

**Signature of Reporting Person

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 ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
- Represents a grant of RSUs subject only to service-vesting requirements. The Reporting Person will vest in twenty-five percent (25%) of the RSUs on the one-year anniversary of the grant date (August 7, 2014) and an additional twenty-five percent (25%) on each annual anniversary of the grant date thereafter through August 7, 2018, in each case subject to the Reporting Person continuing as a service provider to KLA-Tencor through the applicable vesting date. The shares of common stock will be issued as the RSUs vest.
- Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made (3) 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.
- (4) This sale was effected pursuant to the terms of a Rule 10b5-1 trading plan adopted by the Reporting Person on May 7, 2014. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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