

KLA TENCOR CORP
 Form 4
 May 02, 2006

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

OMB APPROVAL

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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 *
 BARNHOLT EDWARD W

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)
 05/02/2006

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)

SAN JOSE, CA 95130

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

(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 Ownership: Beneficial or Indirect (Instr. 4)
Common Stock				(A) or (D)	1,000	D	
Common Stock-Restricted Stock Units ⁽¹⁾				(A) or (D)	1,000	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)

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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)	8. Amount or Number of Underlying Securities (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 47.86	05/02/2006		A	1,250	05/02/2006 05/02/2013	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 17.59					11/17/1998 11/17/2008	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 26.25					11/10/2000 11/10/2010	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2002 11/08/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 40.24					05/11/2005 05/11/2015	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 40.68					10/18/2004 10/18/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 44.76					01/25/2005 01/25/2015	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 46.28					11/16/1999 11/16/2009	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 47.23					11/09/2001 11/09/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 49.99					11/04/2005 11/04/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 51.35					08/02/2005 08/02/2012 ⁽²⁾	Common Stock	2

