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KLA TENCOR CORP  
Form 8-K  
January 22, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 22, 2004

KLA-Tencor Corporation  
(Exact name of registrant as specified in its charter)

000-09992  
(Commission File Number)

Delaware  
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(State or other jurisdiction  
of incorporation)

04-2564110  
-----  
(I.R.S. Employer  
Identification No.)

160 Rio Robles  
San Jose, California  
95134  
(Address of principal executive offices, with zip code)

(408) 875-3000  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

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Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Description  
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99.1 Press Release issued by KLA-Tencor Corporation dated January 22, 2004.

Item 12. Results of Operations and Financial Condition

On January 22, 2004, KLA-Tencor Corporation, (the "Company") is issuing a

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press release and holding a conference call regarding its financial results for the quarter and six months ending December 31, 2003. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

The information in this Form 8-K and the exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KLA-TENCOR CORPORATION

Date: January 22, 2004

By: /s/ John H. Kispert

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John H. Kispert  
Executive Vice President  
and Chief Financial Officer

INDEX TO EXHIBITS

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