KLA TENCOR CORP

Form 4

August 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * WALLACE RICHARD P			2. Issuer Name and Ticker or Trading Symbol KLA TENCOR CORP [KLAC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) C/O KLA-TE CORPORATI TECHNOLOG	ON, ONE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/05/2014	X Director 10% OwnerX Officer (give title Other (specibelow) President and CEO		
MILPITAS, C	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (2	Table Table	I - Non-D	erivative S	ecurit	ies Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	08/05/2014		A	26,400	A	<u>(1)</u>	34,647	D	
Common Stock	08/05/2014		F	13,457 (2)	D	\$ 71.6	21,190	D	
Common Stock	08/05/2014		A	26,400	A	<u>(3)</u>	47,590	D	
Common Stock	08/05/2014		F	13,776 (4)	D	\$ 71.6	33,814	D	
Common Stock							8,284	I	By Trust

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Common Stock -Restricted Stock Units

(6)

 $122,150 \frac{(7)}{}$

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

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
coporting of the rather real con-	Director	10% Owner	Officer	Other			
WALLACE RICHARD P C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035	X		President and CEO				

Signatures

Brian M. Martin as Attorney-In-Fact for Richard P. 08/06/2014 Wallace

> **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)

Reporting Owners 2

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On August 5, 2010, the Reporting Person received a grant of performance-based restricted stock units ("RSUs") that, following the completion of fiscal year 2012, was determined by the independent members of KLA-Tencor's Board of Directors to cover, based on KLA-Tencor's financial performance during fiscal years 2011 and 2012, 52,800 shares of KLA-Tencor common stock. On August 5, 2014, the Reporting Person vested in fifty percent (50%) of such performance-based RSUs.

- Pursuant to the terms of the August 5, 2010 performance-based RSU grant described in note (1) above, 13,457 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on such vesting date.
- On August 5, 2010, the Reporting Person received a grant of RSUs covering 52,800 shares of KLA-Tencor common stock. On August 5, 2014, the Reporting Person vested in fifty percent (50%) of such RSUs.
- Pursuant to the terms of the August 5, 2010 RSU grant described in note (3) above, 13,776 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on such vesting date.
- (5) Shares held under the Wallace Living Trust u/a/d 03/27/01, as amended, a trust of which the Reporting Person is a trustee and beneficiary.
- (6) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.
 - Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made
- (7) 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.

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.