KLA TENCOR CORP

Form 4

August 09, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Trafas Brian M. Issuer Symbol KLA TENCOR CORP [KLAC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify C/O KLA-TENCOR 08/06/2016 below) CORPORATION, ONE SVP, Global Customer Org. **TECHNOLOGY DRIVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year)

MILPITAS, CA 95035

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

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative (Securi	ities Acqu	uired, Disposed of	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)	Execution Date, if Transaction(A) or Disposed of (D) any Code (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)
Common Stock	08/06/2016		Code V M	Amount 1,787 (1)	(D)	Price \$ 0	1,924	D	
Common Stock	08/06/2016		F	672 (2)	D	\$ 77.63	1,252	D	
Common Stock	08/06/2016		M	2,200 (3)	A	\$ 0	3,452	D	
Common Stock	08/06/2016		F	827 (4)	D	\$ 77.63	2,625	D	
Common Stock	08/07/2016		M	1,838 (5)	A	\$ 0	4,463	D	

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Common 691 (6) D \$ 3,772 08/07/2016 D Stock Common Stock -Restricted 35,437 (8) D Stock Units (7)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities		Securities (Instr. 3 and 4)	(Instr. 5)	Bene	
)	Own	
					Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
		(Instr. 3,								
					4, and 5)					
								Amoun	f	
								or	·	
						Date	r	Title Number	r	
						Exercisable		of	•	
				Code V	(A) (D)			Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Trafas Brian M. C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035

SVP, Global Customer Org.

Signatures

Teri Little as Attorney-in-Fact for Brian M. 08/09/2016 **Trafas**

> **Signature of Reporting Person Date

Reporting Owners 2

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) On August 6, 2013, the Reporting Person received a grant of restricted stock units ("RSUs") covering 7,150 shares of KLA-Tencor common stock. On August 6, 2016, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- Pursuant to such terms of the August 6, 2013 RSU grant, 672 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.
- (3) On August 6, 2015, the Reporting Person received a grant of RSUs covering 8,800 shares of KLA-Tencor common stock. On August 6, 2016, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- Pursuant to such terms of the August 6, 2015 RSU grant, 827 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 7, 2014, the Reporting Person received a grant of RSUs covering 7,350 shares of KLA-Tencor common stock. On August 7, 2016, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- Pursuant to such terms of the August 7, 2014 RSU grant, 691 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.
- (7) 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

 (8) regarding the achievement of the applicable performance goals. Any such holdings will be reported on a 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.