

KLA TENCOR CORP

Form 4

December 06, 2004

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Glasser Lance A

(Last) (First) (Middle)

C/O KLA-TENCOR  
CORPORATION, 160 RIO  
ROBLES

(Street)

SAN JOSE, CA 95130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
KLA TENCOR CORP [KLAC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/03/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |        |                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|---|---|--------------------------------------|---|--------|------------------|--|---|---|
|                                    |   |   | Code                                 | V   | Amount | (A)<br>or<br>(D) | Price  |   |   |
| Common Stock                       | 12/03/2004                              |   | M                                    |   | 2,500  | A                | \$<br>10.63  | 5,436   | D   |
| Common Stock                       | 12/03/2004                              |   | S                                    |   | 2,500  | D                | \$<br>49.24  | 2,936   | D   |
| Common Stock                       | 12/03/2004                              |   | M                                    |   | 3,500  | A                | \$<br>10.63  | 6,436   | D   |
| Common Stock                       | 12/03/2004                              |   | S                                    |   | 3,500  | D                | \$<br>49.23  | 2,936   | D   |
| Common<br>Stock-Restricted         |   |   |                                      |   |        |                  |  | 33,333  | D   |

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Stock Units <sup>(1)</sup>

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of Shares |
|---|---|---|---|---|---|--|--------------------|--|----------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of Shares    |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 10.63  | 12/03/2004                              |   | M                                       | 2,500   | 08/31/1999   | 08/31/2008         | Common<br>Stock  | 2,500                            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 10.63  | 12/03/2004                              |   | M                                       | 3,500   | 08/31/1999   | 08/31/2008         | Common<br>Stock  | 3,500                            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 26.25  |   |   |   |   | 11/10/2001   | 11/10/2010         | Common<br>Stock  | 5,000                            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 29.31  |   |   |   |   | 10/02/2002   | 10/02/2011         | Common<br>Stock  | 22,500                           |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 32.75  |   |   |   |   | 04/04/2002   | 04/04/2011         | Common<br>Stock  | 5,000                            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 33.75  |   |   |   |   | 10/27/2000   | 10/27/2009         | Common<br>Stock  | 20,000                           |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 34.67  |   |   |   |   | 11/08/2003   | 01/28/2013         | Common<br>Stock  | 9,000                            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 37.05  |   |   |   |   | 11/08/2003   | 11/08/2012         | Common<br>Stock  | 4,500                            |

|   |            |            |            |                 |      |
|---|------------|------------|------------|-----------------|------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 40.66   | 10/27/2004 | 08/02/2014 | Common<br>Stock | 3,7  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 41.79   | 09/21/2005 | 09/21/2014 | Common<br>Stock | 75,0 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 42.28   | 11/30/2000 | 11/30/2009 | Common<br>Stock | 10,0 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 44.6875 | 08/13/2000 | 08/13/2010 | Common<br>Stock | 10,0 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 45.16   | 10/27/2004 | 04/26/2014 | Common<br>Stock | 6,2  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 51.229  | 11/08/2003 | 07/30/2013 | Common<br>Stock | 4,5  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 53.86   | 10/27/2004 | 10/27/2013 | Common<br>Stock | 10,0 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 58.1    | 10/27/2004 | 01/27/2014 | Common<br>Stock | 5,0  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Glasser Lance A<br>C/O KLA-TENCOR CORPORATION<br>160 RIO ROBLES<br>SAN JOSE, CA 95130 |               |           | Executive<br>Vice<br>President |       |

## Signatures

By: Stuart J. Nichols For: Lance A.  
Glasser 12/06/2004

\_\_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) Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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