

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hall Jeffrey

(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 ____ Other (specify
below) below)

VP, Corporate Finance

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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/03/2004		M		3,000	A	\$ 29.31
					3,981		
Common Stock	12/03/2004		S		3,000	D	\$ 49.6833
					981		

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

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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 29.31	12/03/2004		M	3,000	10/02/2002	10/02/2011	Common Stock	3,000
Non-Qualified Stock Option (right to buy)	\$ 34.67					11/08/2003	01/28/2013	Common Stock	5,500
Non-Qualified Stock Option (right to buy)	\$ 37.05					11/08/2003	11/08/2012	Common Stock	3,200
Non-Qualified Stock Option (right to buy)	\$ 40.66					10/27/2004	08/02/2014	Common Stock	1,900
Non-Qualified Stock Option (right to buy)	\$ 41.79					09/21/2005	09/21/2014	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 45.16					10/26/2004	04/26/2014	Common Stock	3,200
Non-Qualified Stock Option (right to buy)	\$ 46.67					11/10/2001	07/10/2011	Common Stock	35,800
Non-Qualified Stock Option (right to buy)	\$ 51.229					11/08/2003	07/30/2013	Common Stock	3,200
Non-Qualified Stock Option (right to buy)	\$ 53.86					10/27/2004	10/27/2013	Common Stock	5,200
Non-Qualified Stock Option (right to buy)	\$ 58.1					10/27/2004	01/27/2014	Common Stock	2,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hall Jeffrey C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			VP, Corporate Finance	

Signatures

By: Stuart J. Nichols For: Jeffrey L. Hall	12/06/2004
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

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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