

KLA TENCOR CORP  
Form 4  
February 27, 2014

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wang David C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2014

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

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

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

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

MILPITAS, CA 95035

(City) (State) (Zip)

**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 or Price   |  |   |
| Common Stock                    | 02/25/2014                           |  | M                              |   | 1,250 A \$ 55.88  | 6,347  | D   |
| Common Stock                    | 02/25/2014                           |  | S                              |   | 1,250 D \$ 65.206   | 5,097  | D   |
| Common Stock                    | 02/25/2014                           |  | M                              |   | 1,250 A \$ 56.79  | 6,347  | D   |
| Common Stock                    | 02/25/2014                           |  | S                              |   | 1,250 D \$ 65.23  | 5,097  | D   |
| Common Stock                    | 02/25/2014                           |  | M                              |   | 1,250 A \$ 52.84  | 6,347  | D   |

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|                                       |            |   |       |   |                 |        |   |                 |
|---------------------------------------|------------|---|-------|---|-----------------|--------|---|-----------------|
| Common Stock                          | 02/25/2014 | S | 1,250 | D | \$ 65.22<br>(1) | 5,097  | D |                 |
| Common Stock                          |            |   |       |   |                 | 14,720 | I | By Trust<br>(2) |
| Common Stock - Restricted Stock Units |            |   |       |   |                 | 1,856  | D |                 |

(3)

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 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 of 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)  | \$ 55.88   | 02/25/2014                           |  | M                              | 1,250   | (4) 05/01/2014   | Common Stock  | 1,250                      |
| Non-Qualified Stock Option (Right to Buy)  | \$ 56.79   | 02/25/2014                           |  | M                              | 1,250   | (5) 07/31/2014   | Common Stock  | 1,250                      |
| Non-Qualified Stock Option (Right to Buy)  | \$ 52.84   | 02/25/2014                           |  | M                              | 1,250   | (6) 10/30/2014   | Common Stock  | 1,250                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           | X       |       |

Wang David C  
C/O KLA-TENCOR CORPORATION  
ONE TECHNOLOGY DRIVE  
MILPITAS, CA 95035

## Signatures

Brian M. Martin as Attorney-in-Fact for David C.  
Wang

02/27/2014

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$65.211 to \$65.232. The price reported above reflects the

- (1) weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (2) Shares held by the Wang Family Revocable Trust dated 7/2/2013, of which the Reporting Person is a trustee and beneficiary.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
- (4) Represents a stock option granted on May 1, 2007, granting the Reporting Person the right to purchase up to 1,250 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on May 1, 2007.
- (5) Represents a stock option granted on July 31, 2007, granting the Reporting Person the right to purchase up to 1,250 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on July 31, 2007.
- (6) Represents a stock option granted on October 30, 2007, granting the Reporting Person the right to purchase up to 1,250 shares of KLA-Tencor common stock. All of the shares subject to this stock option vested immediately and were exercisable on October 30, 2007.

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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