

KLA TENCOR CORP  
 Form 5  
 August 14, 2006

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 BARNHOLT EDWARD W

(Last) (First) (Middle)

160 RIO ROBLES

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 06/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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)	(A) or (D)	Amount or Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	1,000	I	by Trust <sup>(1)</sup>
Common Stock - Restricted Stock Units	^	^	^	^	^	^	1,000	D	^

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

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SEC 2270 (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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option	\$ 17.59	Â	Â	Â	Â	Â	11/17/1998 11/17/2008	Common Stock	5,8
Non-Qualified Stock Option	\$ 26.25	Â	Â	Â	Â	Â	11/10/2000 11/10/2010	Common Stock	10,0
Non-Qualified Stock Option	\$ 37.05	Â	Â	Â	Â	Â	11/08/2002 11/08/2012	Common Stock	10,0
Non-Qualified Stock Option	\$ 40.24	Â	Â	Â	Â	Â	05/11/2005 05/11/2015	Common Stock	2,5
Non-Qualified Stock Option	\$ 40.68	Â	Â	Â	Â	Â	10/18/2004 10/18/2014	Common Stock	2,5
Non-Qualified Stock Option	\$ 44.76	Â	Â	Â	Â	Â	01/25/2005 01/25/2015	Common Stock	2,5
Non-Qualified Stock Option	\$ 46.28	Â	Â	Â	Â	Â	11/16/1999 11/16/2009	Common Stock	10,0
Non-Qualified Stock Option	\$ 47.23	Â	Â	Â	Â	Â	11/09/2001 11/09/2011	Common Stock	10,0
Non-Qualified Stock Option	\$ 47.86	Â	Â	Â	Â	Â	05/02/2006 05/02/2013	Common Stock	1,2
Non-Qualified Stock Option	\$ 49.99	Â	Â	Â	Â	Â	11/04/2005 11/04/2012	Common Stock	1,2
Non-Qualified Stock Option	\$ 51.35	Â	Â	Â	Â	Â	08/02/2005 08/02/2012	Common Stock	2,5
Non-Qualified Stock Option	\$ 51.98	Â	Â	Â	Â	Â	01/31/2006 01/31/2013	Common Stock	1,2
Non-Qualified Stock Option	\$ 59.44	Â	Â	Â	Â	Â	11/05/2003 11/05/2013	Common Stock	10,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNHOLT EDWARD W 160 RIO ROBLES SAN JOSE, CA 95134	X			

## Signatures

Edward W. Barnholt 08/14/2006

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) The Edward W. Barnholt and Jimi K. Barnholt Trust

### Remarks:

Voluntary filing of Form 5 to show all holdings as of 6/30/2006.

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