YARBRO STAN Form 4 October 27, 2004

FORM 4

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

OMB APPROVAL OMB

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * YARBRO STAN

2. Issuer Name and Ticker or Trading Symbol

KLA TENCOR CORP [KLAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Group VP, Field Operations

(Last) (First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/26/2004

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

C/O KLA-TENCOR CORPORATION, 160 RIO **ROBLES**

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

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

SAN JOSE, CA 95130

(City)

Tube 1 Non Derivative Securities required, Disposed of, of Beneficiary							y Owned			
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
	Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			d of (D)	Securities	Form: Direct	Indirect
	(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
			(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
								Reported		
						(A)		Transaction(s)		
				~		or	~ .	(Instr. 3 and 4)		
				Code V	Amount	(D)	Price	· ·		
	Common	10/26/2004		M	400	٨	\$	1 121	D	
	Stock	10/20/2004		M	499	A	34.67	1,131	D	
	Common	10/26/2004		C	400	Ъ	\$	(22	Ъ	
Stock		10/26/2004		S	499	D	43.79	632	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat	Date Exercisable and xpiration Date Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share	
Non-Qualified Stock Option (right to buy)	\$ 26.25	10/26/2004		M	2,042	11/10/2005	11/10/2010	Common Stock	2,0	
Non-Qualified Stock Option (right to buy)	\$ 29.31	10/26/2004		M	4,926	10/02/2002	10/02/2011	Common Stock	4,9	
Non-Qualified Stock Option (right to buy)	\$ 29.31	10/26/2004		M	324	10/02/2002	10/02/2011	Common Stock	32	
Non-Qualified Stock Option (right to buy)	\$ 32.75	10/26/2004		M	600	04/04/2002	04/04/2011	Common Stock	60	
Non-Qualified Stock Option (right to buy)	\$ 32.75	10/26/2004		M	68	04/04/2002	04/04/2011	Common Stock	68	
Non-Qualified Stock Option (right to buy)	\$ 32.75	10/26/2004		M	600	04/04/2002	04/04/2011	Common Stock	60	
Non-Qualified Stock Option (right to buy)	\$ 32.75	10/26/2004		M	774	04/04/2002	04/04/2011	Common Stock	77	
Non-Qualified Stock Option (right to buy)	\$ 33.75	10/26/2004		M	334	10/27/2000	10/27/2009	Common Stock	33	
Non-Qualified Stock Option (right to buy)	\$ 34.67	10/26/2004		M	398	11/08/2003	01/28/2013	Common Stock	39	
Non-Qualified Stock Option (right to buy)	\$ 34.67	10/26/2004		M	2,867	11/08/2003	01/28/2013	Common Stock	2,8	
	\$ 34.67	10/26/2004		M	3,902	11/08/2003	01/28/2013		3,9	

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Non-Qualified Stock Option (right to buy)							Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 34.67	10/26/2004	M	499	11/08/2003	01/28/2013	Common Stock	49
Non-Qualified Stock Option (right to buy)	\$ 37.05	10/26/2004	M	300	11/08/2003	11/08/2012	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 37.05	10/26/2004	M	2,233	11/08/2003	11/08/2012	Common Stock	2,2
Non-Qualified Stock Option (right to buy)	\$ 37.05	10/26/2004	M	700	11/08/2003	11/08/2012	Common Stock	70
Non-Qualified Stock Option (right to buy)	\$ 37.05	10/26/2004	M	600	11/08/2003	11/08/2012	Common Stock	60
Non-Qualified Stock Option (right to buy)	\$ 44.6875				08/13/2000	08/13/2010	Common Stock	3,2
Non-Qualified Stock Option (right to buy)	\$ 51.229				11/08/2003	07/30/2013	Common Stock	3,8

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

YARBRO STAN C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130

Group VP, Field Operations

Signatures

By: Stuart J. Nichols For: Stan K. Yarbro 10/26/2004

**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).

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