

KLA TENCOR CORP

Form 5

August 03, 2005

FORM 5**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).

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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
BARNHOLT EDWARD W

(Last) (First) (Middle)

C/O KLA-TENCOR CORP., 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)
06/30/20054. 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 Amount (D) 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 Beneficial Ownership (Instr. 4)
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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)	(A)	(D)	(A)	(D)	(A)	(D)				
Non-Qualified Stock Option	\$ 10.63	Â	Â	Â	Â	Â	04/25/1997	10/25/2006			Common Stock	10,000
Non-Qualified Stock Option	\$ 11.66	Â	Â	Â	Â	Â	09/21/1999	09/21/2008			Common Stock	5,000
Non-Qualified Stock Option	\$ 17.59	Â	Â	Â	Â	Â	11/17/1998	11/17/2008			Common Stock	5,800
Non-Qualified Stock Option	\$ 26.25	Â	Â	Â	Â	Â	11/10/2000	11/10/2010			Common Stock	10,000
Non-Qualified Stock Option	\$ 34.94	Â	Â	Â	Â	Â	09/19/1998	09/19/2007			Common Stock	5,000
Non-Qualified Stock Option	\$ 37.05	Â	Â	Â	Â	Â	11/08/2002	11/08/2012			Common Stock	10,000
Non-Qualified Stock Option	\$ 40.24	Â	Â	Â	Â	Â	05/11/2005	05/11/2015			Common Stock	2,500
Non-Qualified Stock Option	\$ 40.68	Â	Â	Â	Â	Â	10/18/2004	10/18/2014			Common Stock	2,500
Non-Qualified Stock Option	\$ 44.76	Â	Â	Â	Â	Â	01/25/2005	01/25/2015			Common Stock	2,500
Non-Qualified Stock Option	\$ 46.28	Â	Â	Â	Â	Â	11/16/1999	11/16/2009			Common Stock	10,000
Non-Qualified Stock Option	\$ 47.23	Â	Â	Â	Â	Â	11/09/2001	11/09/2011			Common Stock	10,000
Non-Qualified Stock Option	\$ 59.44	Â	Â	Â	Â	Â	11/05/2003	11/05/2013			Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNHOLT EDWARD W C/O KLA-TENCOR CORP. 160 RIO ROBLES SAN JOSE, CA 95134	Â X	Â	Â	Â

Signatures

Edward Barnholt

08/03/2005

 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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