

KLA TENCOR CORP
 Form 5
 August 04, 2005

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 *
LEVY KENNETH

 (Last) (First) (Middle)

C/O KLA-TENCOR CORP., 160 RIO ROBLES

 (Street)

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

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2005

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

SAN JOSE, CA 95134

 (City) (State) (Zip)

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

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)	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)
Common Stock	^	^	^	^	^	^	1,141	D	^
Common Stock	^	^	^	^	^	^	338,000	I	KGMW, LP
Common Stock	^	^	^	^	^	^	40,000	I	Levy Family Foundation
Common Stock	^	^	^	^	^	^	1,719,375	I	by Levy Family Trust

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date		
Non-Qualified Stock Option	\$ 10.63	Â	Â	Â	Â	Â	08/31/1999	08/31/2008	Common Stock	204
Non-Qualified Stock Option	\$ 10.81	Â	Â	Â	Â	Â	10/07/1997	10/08/2006	Common Stock	75,
Non-Qualified Stock Option	\$ 16.97	Â	Â	Â	Â	Â	10/23/1999	10/23/2008	Common Stock	220
Non-Qualified Stock Option	\$ 26.25	Â	Â	Â	Â	Â	11/10/2001	11/10/2010	Common Stock	18,
Non-Qualified Stock Option	\$ 29.31	Â	Â	Â	Â	Â	10/02/2002	10/02/2011	Common Stock	28,
Non-Qualified Stock Option	\$ 32.75	Â	Â	Â	Â	Â	04/04/2002	04/04/2011	Common Stock	18,
Non-Qualified Stock Option	\$ 33.75	Â	Â	Â	Â	Â	10/27/2000	10/27/2009	Common Stock	90,
Non-Qualified Stock Option	\$ 34.67	Â	Â	Â	Â	Â	11/08/2003	01/28/2013	Common Stock	15,
Non-Qualified Stock Option	\$ 37.05	Â	Â	Â	Â	Â	11/08/2003	11/08/2012	Common Stock	7,8
Non-Qualified Stock Option	\$ 40.66	Â	Â	Â	Â	Â	10/27/2004	08/02/2014	Common Stock	4,5
Non-Qualified Stock Option	\$ 41.79	Â	Â	Â	Â	Â	09/21/2005	09/21/2014	Common Stock	50,
Non-Qualified Stock Option	\$ 44.6875	Â	Â	Â	Â	Â	08/13/2000	08/13/2010	Common Stock	37,
Non-Qualified Stock Option	\$ 45.16	Â	Â	Â	Â	Â	10/27/2004	04/26/2014	Common Stock	7,5

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Non-Qualified Stock Option	\$ 51.229	^	^	^	^	^	11/08/2003	07/30/2013	Common Stock	7,8
Non-Qualified Stock Option	\$ 53.86	^	^	^	^	^	10/27/2004	10/27/2013	Common Stock	12,
Non-Qualified Stock Option	\$ 58.1	^	^	^	^	^	10/27/2004	01/27/2014	Common Stock	6,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVY KENNETH C/O KLA-TENCOR CORP. 160 RIO ROBLES SAN JOSE, CA 95134	^ X	^	^ Chairman of the Board	^

Signatures

Kenneth Levy 08/04/2005

__Signature of Date
Reporting Person

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 provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.