

KAUFMAN STEPHEN P
Form 4
January 31, 2013

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 *
KAUFMAN STEPHEN P

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)
01/29/2013

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	(A) or (D)	Price
Common Stock	01/29/2013		M		1,250	A	\$ 51.98 4,789
Common Stock	01/29/2013		S		1,250	D	\$ 55.745 3,539
Common Stock	01/29/2013		M		1,250	A	\$ 47.86 4,789
Common Stock	01/29/2013		S		1,250	D	\$ 55.735 3,539
	01/29/2013		M		1,250	A	\$ 41.45 4,789

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Common
Stock

Common Stock	01/29/2013	S	1,250	D	\$ 55.733 <u>(2)</u>	3,539	D	
Common Stock						15,224	I	By Trust <u>(3)</u>
Common Stock - Restricted Stock Units <u>(4)</u>						2,558	D	

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 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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (Right to Buy)	\$ 51.98	01/29/2013		M	1,250	<u>(5)</u> 01/31/2013	Common Stock	1,250	
Non-Qualified Stock Option (Right to Buy)	\$ 47.86	01/29/2013		M	1,250	<u>(6)</u> 05/02/2013	Common Stock	1,250	
Non-Qualified Stock Option (Right to Buy)	\$ 41.45	01/29/2013		M	1,250	<u>(7)</u> 08/01/2013	Common Stock	1,250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAUFMAN STEPHEN P C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035	X			

Signatures

Brian M. Martin as Attorney-in-Fact for Stephen P. Kaufman 01/31/2013

**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) This transaction was executed in multiple trades at prices ranging from \$55.732 to \$55.742. The price reported above reflects the 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) This transaction was executed in multiple trades at prices ranging from \$55.731 to \$55.736. The price reported above reflects the 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.
- (3) Shares held by The Stephen P. Kaufman Trust UAD 5/24/2002, of which the Reporting Person is a trustee and beneficiary.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
- (5) Represents a stock option granted on January 31, 2006, 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 January 31, 2006.
- (6) Represents a stock option granted on May 2, 2006, 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 2, 2006.
- (7) Represents a stock option granted on August 1, 2006, 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 August 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space 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.