KISPERT JOHN H

Form 4

December 29, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KISPERT JOHN H

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

KLA TENCOR CORP [KLAC]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

160 RIO ROBLES

(Month/Day/Year)

X_ Officer (give title Other (specify below) below)

12/22/2006

Chief Operating Officer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

SAN JOSE, CA 95130

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying S
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Dis (D) (Instr. 3, 4				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 44.6875	12/22/2006		D <u>(1)</u>		8,658	<u>(2)</u>	08/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 68.81	12/22/2006		A <u>(1)</u>	8,658		(2)	08/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.25	12/22/2006		D <u>(1)</u>		1,000	(2)	11/10/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.88	12/22/2006		A <u>(1)</u>	1,000		(2)	11/10/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.75	12/22/2006		D <u>(1)</u>		2,667	(2)	10/02/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 50.82	12/22/2006		A <u>(1)</u>	2,667		(2)	10/02/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.31	12/22/2006		D <u>(1)</u>		14,000	(2)	04/04/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 45.25	12/22/2006		A <u>(1)</u>	14,000		<u>(2)</u>	04/04/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their runner runners	Director	10% Owner	Officer	Other		
KISPERT JOHN H						
160 RIO ROBLES			Chief Operating Officer			
SAN JOSE, CA 95130						

Signatures

/s/ Jeff Hall, Attorney in fact for John	
Kispert	12/29/2006
**Signature of Reporting Person	Date

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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).
- The reported transactions are exempt under SEC Rule 16-b-3, and the related disposition and acquisition transactions for each option involved an amendment to a portion of that option increasing the exercise price per share of such portion to comply with the requirements
- of Section 409A of the Internal Revenue Code. Such amendment is deemed the cancellation of the portion of the lower-priced option and the grant a replacement option at the higher exercise price per share.
- (2) The option is currently exercisable for vested shares.

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.