

Kirloskar Virendra A
 Form 4
 August 09, 2018

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 *
 Kirloskar Virendra A

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)
 08/07/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP & Chief Accounting Officer

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	08/07/2018		S		1,684 (1) D \$ 117.579 (2) 951	D	
Common Stock	08/07/2018		S		100 (1) D \$ 118.15 851	D	
Common Stock	08/07/2018		S		554 (1) D \$ 118.697 (3) 297	D	
Common Stock -	08/07/2018		M		2,135 (5) D \$ 0 16,589 (6) 7	D	

Restricted
Stock Units
(4)

Common Stock	08/07/2018	M	2,135 (5)	A	\$ 0	2,432	D
Common Stock	08/07/2018	F	1,059 (7)	D	\$ 118.16	1,373	D
Common Stock - Restricted Stock Units (4)	08/07/2018	M	912 (8)	D	\$ 0	15,677 (6)	D
Common Stock	08/07/2018	M	912 (8)	A	\$ 0	2,285	D
Common Stock	08/07/2018	F	453 (7)	D	\$ 118.16	1,832	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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Kirloskar Virendra A
C/O KLA-TENCOR CORPORATION
ONE TECHNOLOGY DRIVE
MILPITAS, CA 95035

SVP & Chief
Accounting
Officer

Signatures

/s/ Teri Little as Attorney-in-Fact for Virendra A.
Kirloskar

08/09/2018

__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 sale was effected pursuant to the terms of a Rule 10b5-1 trading plan adopted by the Reporting Person on January 31, 2018.
- (2) Represents the weighted average sales price for the shares. The sales prices ranged from \$117.11 to \$118.04. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average sales price for the shares. The sales prices ranged from \$118.33 to \$119.07. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (4) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.

On August 7, 2014, in addition to the RSUs granted on that date that were subject only to service-vesting requirements (which RSUs were previously reported on Form 4), the Reporting Person was also granted RSUs covering up to a maximum of 4,562 shares (based on 125% of the target shares of 3,650) of KLA-Tencor common stock, subject to both performance-vesting and service-vesting requirements. On August 31, 2017 the Compensation Committee of KLA-Tencor's Board of Directors determined the level at which the corporate performance goals were attained and, based on the assessment, determined that the number of shares subject to the RSUs is 4,270. On August 7, 2018, the remaining 50% of the shares vested.

(5) Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made regarding the achievement of the applicable performance goals. Any such holdings will be reported on a Form 4 within two business days of the date such assessment is made.

(6) Pursuant to the terms of the grant, shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on August 7, 2018.

(8) On August 7, 2014, the Reporting Person was granted an RSU for 3,650 shares of KLA-Tencor Common Stock. On August 7, 2018, the remaining 25% of those shares vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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