KISPERT JOHN H

Form 4

February 21, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

KLA TENCOR CORP [KLAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

President & COO

below)

(First) (Middle) (Last)

(State)

3. Date of Earliest Transaction

(Month/Day/Year)

02/17/2006

Director X_ Officer (give title

10% Owner

Other (specify

C/O KLA-TENCOR CORPORATION, 160 RIO **ROBLES**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street)

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95130

(City)

(Instr. 3)

1. Title of Security

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

(Zip)

Execution Date, if (Month/Day/Year)

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

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

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

(A) or (D) Price Transaction(s) (Instr. 4)

(Instr. 3 and 4)

6,667

Common

Stock-Restricted 02/17/2006 Stock Units (1)

A 50,000 A

Code V Amount

98,333 (2)

D

I

Common Stock

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

SEC 1474

by Trust

(9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	• •	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code		5. Number or Derivative Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	ve es d (A) esed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 52.53	02/17/2006		A		25,000		02/17/2007	02/17/2013	Common Stock	25
Non-Qualified Stock Option (right to buy)	\$ 26.25							11/10/2001	11/10/2010	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 29.31							10/02/2002	10/02/2011	Common Stock	14
Non-Qualified Stock Option (right to buy)	\$ 32.75							04/04/2002	04/04/2011	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 34.67							11/08/2003	01/28/2013	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 37.05							11/08/2003	11/08/2012	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 40.66							10/27/2004	08/02/2014	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 41.79							09/21/2005	09/21/2014	Common Stock	75
Non-Qualified Stock Option (right to buy)	\$ 44.6875							08/13/2001	08/13/2010	Common Stock	8,
Non-Qualified Stock Option (right to buy)	\$ 45.16							10/27/2004	04/26/2014	Common Stock	18
Non-Qualified Stock Option	\$ 47.95							09/26/2006	09/26/2012	Common Stock	75

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(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 51.229	11/08/2003	07/30/2013	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 53.86	10/27/2004	10/27/2013	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 58.1	10/27/2004	01/27/2014	Common Stock	15

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KISPERT JOHN H C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130

President & COO

Signatures

By: Stuart J. Nichols For: John Kispert 02/21/2006

**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) Each restricted stock unit represents a contingent right to receive one share of KLAC common stock.
- (2) The restricted stock units vest in two equal installments. The first half vests four years from grant date. The second half vests one year thereafter.

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.

Reporting Owners 3