

KLA TENCOR CORP
 Form 5
 August 14, 2006

FORM 5

**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).
 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 *
KISPERT JOHN H
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

160 RIO ROBLES
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

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 Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	7,241 ⁽¹⁾	I	by Trust
Common Stock - Restricted Stock Units	Â	Â	Â	Â	Â	Â	98,333	D	Â

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

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SEC 2270 (9-02)

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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)	Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option	\$ 26.25	Â	Â	Â	Â	Â	11/01/2001 11/10/2010	Common Stock	1,0
Non-Qualified Stock Option	\$ 29.31	Â	Â	Â	Â	Â	10/02/2002 10/02/2011	Common Stock	14,0
Non-Qualified Stock Option	\$ 32.75	Â	Â	Â	Â	Â	04/04/2002 04/04/2011	Common Stock	2,6
Non-Qualified Stock Option	\$ 34.67	Â	Â	Â	Â	Â	11/08/2003 01/28/2013	Common Stock	11,2
Non-Qualified Stock Option	\$ 37.05	Â	Â	Â	Â	Â	11/08/2003 11/08/2012	Common Stock	5,6
Non-Qualified Stock Option	\$ 40.66	Â	Â	Â	Â	Â	10/27/2004 08/02/2014	Common Stock	11,2
Non-Qualified Stock Option	\$ 41.79	Â	Â	Â	Â	Â	09/21/2005 09/21/2014	Common Stock	75,0
Non-Qualified Stock Option	\$ 44.6875	Â	Â	Â	Â	Â	08/13/2001 08/13/2010	Common Stock	8,6
Non-Qualified Stock Option	\$ 45.16	Â	Â	Â	Â	Â	10/27/2004 04/26/2014	Common Stock	18,7
Non-Qualified Stock Option	\$ 47.95	Â	Â	Â	Â	Â	09/26/2006 09/26/2012	Common Stock	75,0
Non-Qualified Stock Option	\$ 51.229	Â	Â	Â	Â	Â	11/08/2003 07/30/2013	Common Stock	12,5
Non-Qualified Stock Option	\$ 52.53	Â	Â	Â	Â	Â	02/17/2007 02/17/2013	Common Stock	25,0
Non-Qualified Stock Option	\$ 53.86	Â	Â	Â	Â	Â	10/27/2004 10/27/2013	Common Stock	30,0
Non-Qualified Stock Option	\$ 58.1	Â	Â	Â	Â	Â	10/27/2004 01/27/2014	Common Stock	15,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KISPERT JOHN H 160 RIO ROBLES SAN JOSE, CA 95134	Â	Â	Â President & COO	Â

Signatures

John Kispert 08/14/2006

**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) Includes 574 shares purchased through the Employee Stock Purchase Plan during the fiscal year.

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Remarks:

Voluntary filing of Form 5 to show all holdings as of 6/30/2006.

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