

KLA TENCOR CORP  
 Form 4  
 February 15, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**BINGHAM H RAYMOND**

(Last) (First) (Middle)

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

(Street)

**SAN JOSE, CA 95130**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/14/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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)	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 Ownership (Instr. 4)
Common Stock-Restricted Stock Units <sup>(1)</sup>				(A) or (D) Price	1,000	D	

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)**

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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)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 50.39	02/14/2007		A		1,250		02/14/2007	02/14/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 50.39	02/14/2007		A		1,250		02/14/2007	02/14/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 40.24							05/11/2005	05/11/2015	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 40.68							10/18/2004	10/18/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 41.45							08/01/2006	08/01/2013	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 44.76							01/25/2005	01/25/2015	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 47.23							11/09/2001	11/09/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 47.86							05/02/2006	05/02/2013	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 49.99							11/04/2005	11/04/2012	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 51.35							08/02/2005	08/02/2012 <sup>(2)</sup>	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 51.98							01/31/2006	01/31/2013	Common Stock	1
	\$ 52.75							08/15/2000	08/15/2010		2

