KLA TENCOR CORP

Form 4

August 06, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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SECURITIES 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

1(b).

(Print or Type Responses)

See Instruction

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	(Check an applicable)			
C/O KLA-TI CORPORAT TECHNOLO	TION, ONE		(Month/Day/Year) 08/04/2015	Director 10% Owner X Officer (give title Other (specify below) SVP & Chief Accounting Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MILPITAS,	CA 95035		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(State)

(Zip)

(City)

Stock

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly 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. Securi on(A) or Di (Instr. 3,	(A) or	d of (D)	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)
Common	08/04/2015		M	1,800	A	\$ 0 (1)	2,097	D	

Common Stock	08/04/2015	F	677 (2) D	\$ 51.85	1,420	D
Common Stock	08/04/2015	M	1,800 A	\$ 0 (3)	3,220	D
Common Stock	08/04/2015	F	677 (4) D	\$ 51.85	2,543	D
Common Stock -					19,012 (6)	D

Restricted Stock Units (5)

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

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(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

	Kelationships
Deporting Owner Name / Address	L. C.

10% Owner Officer Director Other

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

SVP & Chief Accounting Officer

Signatures

Brian M. Martin as Attorney-in-Fact for Virendra A. 08/06/2015 Kirloskar

> **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) On August 4, 2011, the Reporting Person received a grant of performance-based restricted stock units ("RSUs") that, following the completion of fiscal year 2013, was determined by the Compensation Committee of KLA-Tencor's Board of Directors (in August 2013) to cover, based on KLA-Tencor's financial performance during fiscal year 2013, 3,600 shares of KLA-Tencor common stock. On August

Reporting Owners 2

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- 4, 2015, the Reporting Person vested in fifty percent (50%) of the performance-based RSUs.
- Pursuant to the terms of the August 4, 2011 performance-based RSU grant, 677 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 the NASDAQ Stock Market on such vesting date.
- (3) On August 4, 2011, the Reporting Person received a grant of RSUs covering 3,600 shares of KLA-Tencor common stock. On August 4, 2015, the Reporting Person vested in fifty percent (50%) of such RSUs.
- Pursuant to such terms of the August 4, 2011 RSU grant, 677 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 the NASDAQ Stock Market on such vesting date.
- (5) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.
- Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made

 (6) 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.

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.