

KLA TENCOR CORP

Form 4

August 04, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
URBANEK LIDA

(Last) (First) (Middle)

C/O KLA TENCOR, 160 RIO  
ROBLES

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2005

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 1,946                                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 29,555                                                                                                             | I                                                                    | Family<br>Foundation                                              |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 1,271,414                                                                                                          | I                                                                    | by Trust                                                          |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------|---------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)        | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Call Option<br>(obligation to<br>sell)              | \$ 67.03                                                              | 08/02/2005                              |                                                             | J <sup>(1)</sup>                        |                                                                                                                       | 0                                                              | <u>(1)</u> | 08/04/2008                                                          | 08/04/2008         | Common<br>Stock | 100,000                    |
| Put Option<br>(right to sell)                       | \$ 43.79                                                              | 08/02/2005                              |                                                             | P                                       |                                                                                                                       | 0                                                              | <u>(1)</u> | 08/04/2008                                                          | 08/04/2008         | Common<br>Stock | 100,000                    |
| Non-Qualified<br>Stock Option                       | \$ 12.5                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 06/13/1996                                                          | 05/13/2006         | Common<br>Stock | 280                        |
| Non-Qualified<br>Stock Option                       | \$ 13.44                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 07/22/1999                                                          | 07/22/2008         | Common<br>Stock | 5,000                      |
| Non-Qualified<br>Stock Option                       | \$ 17.59                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 11/17/1998                                                          | 11/17/2008         | Common<br>Stock | 6,666                      |
| Non-Qualified<br>Stock Option                       | \$ 26.25                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 11/10/2000                                                          | 11/10/2010         | Common<br>Stock | 10,000                     |
| Non-Qualified<br>Stock Option                       | \$ 29                                                                 |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 07/22/1998                                                          | 07/22/2007         | Common<br>Stock | 5,000                      |
| Non-Qualified<br>Stock Option                       | \$ 37.05                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 11/08/2002                                                          | 11/08/2012         | Common<br>Stock | 10,000                     |
| Non-Qualified<br>Stock Option                       | \$ 40.24                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 05/11/2005                                                          | 05/11/2015         | Common<br>Stock | 2,500                      |
| Non-Qualified<br>Stock Option                       | \$ 40.68                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 10/18/2004                                                          | 10/18/2014         | Common<br>Stock | 2,500                      |
| Non-Qualified<br>Stock Option                       | \$ 44.76                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 01/25/2005                                                          | 01/25/2015         | Common<br>Stock | 2,500                      |
| Non-Qualified<br>Stock Option                       | \$ 46.28                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 11/16/1999                                                          | 11/16/2009         | Common<br>Stock | 10,000                     |
| Non-Qualified<br>Stock Option                       | \$ 47.23                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |            | 11/09/2001                                                          | 11/09/2011         | Common<br>Stock | 10,000                     |

|                               |          |            |            |                 |        |
|-------------------------------|----------|------------|------------|-----------------|--------|
| Non-Qualified<br>Stock Option | \$ 51.35 | 08/02/2005 | 08/02/2015 | Common<br>Stock | 2,500  |
| Non-Qualified<br>Stock Option | \$ 59.44 | 11/05/2003 | 11/05/2013 | Common<br>Stock | 10,000 |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |         |       |
|------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                        | Director      | 10% Owner | Officer | Other |
| URBANEK LIDA<br>C/O KLA TENCOR<br>160 RIO ROBLES<br>SAN JOSE, CA 95134 | X             |           |         |       |

## Signatures

Lida Urbanek 08/04/2005

\_\_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).

The reporting person entered into a "zero-cost collar" arrangement pursuant to which she wrote a covered call option and purchased a put (1) option. Only one of the options can be in the money on the expiration date, at which time the in-the-money option will be exercised (and settled for cash), and the other option will expire.

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.