

KLA TENCOR CORP
Form 4
August 07, 2008

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 *
KISPERT JOHN H

(Last) (First) (Middle)

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2008

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)
President, COO & CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock - Restricted Stock Units (1) (2)	08/05/2008		A		52,291 (2)	A	\$ 0 213,124 (4)
Common Stock - Restricted Stock Units (1) (3)	08/05/2008		A		25,000 (3)	A	\$ 0 238,124 (4)
							8,440 (5)

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the corporate performance goals were attained and, based on that assessment, determined that the number of shares subject to the restricted stock units is 52,291. Mr. Kispert will vest in fifty percent (50%) of the restricted stock units upon his completion of two years of service with KLA-Tencor measured from the grant date (August 8, 2007) and will vest in the remaining fifty percent (50%) upon his completion of an additional two years of service thereafter. The shares of common stock will be issued as the restricted stock units vest.

On August 13, 2007, Mr. Kispert was granted supplemental restricted stock units covering up to 25,000 shares of KLA-Tencor common stock, subject to both performance-vesting and service-vesting requirements. Following the completion of KLA-Tencor's 2008 fiscal year, the Compensation Committee of KLA-Tencor's Board of Directors determined on August 5, 2008 the level at which Mr. Kispert's

- (3) performance goals were attained and, based on that assessment, determined that the number of shares subject to the supplemental restricted stock units is 25,000. Mr. Kispert will vest in fifty percent (50%) of the restricted stock units upon his completion of two years of service with KLA-Tencor measured from the grant date (August 13, 2007) and will vest in the remaining fifty percent (50%) upon his completion of an additional two years of service thereafter. The shares of common stock will be issued as the restricted stock units vest.

Does not include performance-based restricted stock units, if any, held by the Reporting Person for which an assessment has not yet been

(4) made regarding the achievement of the applicable performance goals. Any such holdings will be reported on Form 4 within two business days of the date such assessment is made.

- (5) Includes 600 shares acquired under the KLA-Tencor Employee Stock Purchase Plan on June 30, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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