

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
Nichols, Stuart J
704 Vera Cruz Avenue
.
.
Los Altos, CA 94022
2. Issuer Name and Ticker or Trading Symbol
KLA-Tencor Corporation (KLAC)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
11/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below) Vice President and General Counsel
7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

<TABLE>
<CAPTION>
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security 7) Nature of	2) Trans- action Date (Month/ Day/Year)	3) Trans- action Code Code V	4) Securities Acquired (A) or Disposed of (D) Amount Price	5) Amount of Securities Beneficially Owned at End of Month	6) D or I
Indirect Beneficial Ownership					
<S> <C> Common Stock Direct	<C>	<C>	<C> <C><C>	<C> 425	<C> D

<CAPTION>
Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Exercisable and Security Date	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Expiration
<S> <C> Non-Qualified Stock Option 11/10/10 (right to buy) Non-Qualified Stock Option 10/02/11 (right to buy) Non-Qualified Stock Option 04/04/11 (right to buy) Non-Qualified Stock Option 10/27/09 (right to buy) Non-Qualified Stock Option 11/08/12 (right to buy) Non-Qualified Stock Option 08/13/10	<C> \$26.2500 \$29.3100 \$32.7500 \$33.7500 \$37.0500 \$44.6875	<C> 11/08/02	<C> A	<C> 3,250	<C>

(right to buy)

<CAPTION>

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D or I
-					
<S>	<C>	<C>	<C>	<C>	<C>
<C>					
Non-Qualified Stock Option Direct (right to buy)		Common Stock	4,300	4,300	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	12,000	12,000	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	6,000	6,000	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	21,000	21,000	D
Non-Qualified Stock Option Direct (right to buy)	11/08/02	Common Stock	3,250	3,250	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	12,000	12,000	D

<FN>

Explanation of Responses:

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</TABLE>

SIGNATURE OF REPORTING PERSON

/S/ Nichols, Stuart J

DATE 11/11/02