

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)
 Schroeder, Kenneth L
 14545 Manuella Road

Los Altos Hills, 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)

[X] Director [] 10% Owner
 [X] Officer (give title below) [] Other (specify below)
 Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] 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	3) Trans- action Code	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				193,866	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	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Expiration
Non-Qualified Stock Option 07/26/04 (right to buy)	\$9.3100				
Non-Qualified Stock Option 08/31/08 (right to buy)	\$10.6300				
Non-Qualified Stock Option 10/08/06 (right to buy)	\$10.8100				
Non-Qualified Stock Option 10/23/08 (right to buy)	\$16.9700				
Non-Qualified Stock Option 11/10/10 (right to buy)	\$26.2500				
Non-Qualified Stock Option 10/02/11	\$29.3100				

(right to buy)
 Non-Qualified Stock Option \$32.7500
 04/04/11
 (right to buy)
 Non-Qualified Stock Option \$33.7500
 10/27/09
 (right to buy)
 Non-Qualified Stock Option \$37.0500 11/08/02 A 12,500
 11/08/12
 (right to buy)
 Non-Qualified Stock Option \$37.0500 11/08/02 A 18,950
 11/08/12
 (right to buy)
 Non-Qualified Stock Option \$44.6875
 08/13/10
 (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 Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D or I
<S> <C> Non-Qualified Stock Option Direct (right to buy)	<C>	<C> Common Stock	<C> 60,000	<C> 60,000	<C> D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	204,272	204,272	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	125,000	125,000	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	220,728	220,728	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	37,900	37,900	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	341,100	341,100	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	37,900	37,900	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	150,000	150,000	D
Non-Qualified Stock Option Direct (right to buy)	11/08/02	Common Stock	12,500		D
Non-Qualified Stock Option Direct (right to buy)	11/08/02	Common Stock	18,950	31,450	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	75,800	75,800	D

<FN>
 Explanation of Responses:

</FN>
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 SIGNATURE OF REPORTING PERSON
 /S/ By: Stuart J. Nichols
 For: Kenneth L. Schroeder
 DATE 11/11/02