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Officer

KLA-Tencor Corporation
0000319201

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

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)
Campagna, John Peter
12233 Menalto Drive
.
.
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/Day/Year
02/28/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
Vice President and Treasurer
- 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 (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> 02/28/03	<C> S	<C> 324 D \$35.6900	<C> 0	<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 12/22/10 (right to buy)	<C> \$31.8125	<C>	<C>	<C>	<C>
Non-Qualified Stock Option 01/28/13 (right to buy)	\$34.6700				
Non-Qualified Stock Option 11/08/12	\$37.0500				

(right to buy)
 Non-Qualified Stock Option \$29.3100
 10/02/11
 (right to buy)

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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 I
-					
<S> <C> Non-Qualified Stock Option Direct (right to buy)	<C>	<C> Common Stock	<C> 16,730	<C> 16,730	<C> D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	6,500	6,500	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	3,250	3,250	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	19,500	19,500	D

<FN>
 Explanation of Responses:

- -
 324 shares acquired under the 423 Employee Stock Purchase Plan.

</FN>
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 SIGNATURE OF REPORTING PERSON
 /S/ By: Stuart J. Nichols
 For: John Peter Campagna
 DATE 02/28/03