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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)										
1. Name and Address of Reporting Person- SCHROEDER KENNETH L	2. Issuer Name an KLA TENCOR			ing Symbo	ol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
C/O KLA-TENCOR CORP., 160 I	3. Date of Earliest 7 08/19/2003	Γransaction	(Mon	th/Day/Yo	ear)	X_ Officer (give title below) Other (specify below) Chief Executive Officer				
(Street) SAN JOSE, CA 95134	4. If Amendment, Γ	Date Origina	ıl File	d(Month/Da	y/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person				
(City) (State)	(Zip)		Table I -	Non-	Derivativ	e Secur	ities Acqui	ired, Disposed of, or Beneficially Own	ed	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(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)		Beneficial
			Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	08/19/2003		M		25,000	A	\$ 10.81	0 (1)	D	
Common Stock	08/19/2003		S		25,000	D	\$ 54.4537	0 (1)	D	
Common Stock	08/19/2003		M		25,000	A	\$ 10.63	0 (1)	D	
Common Stock	08/19/2003		S		25,000	D	\$ 54.4537	211,230	D	
D 11 D 11 C										
Reminder: Report on a separate line for each	en class of securities b	enericially owned di	rectly or inc	1	•	o resni	and to the	collection of information contain	ed SEC	1474 (9-02)

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

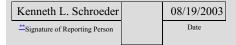
Derivative Security (Instr. 3)	Conversion	Date	3A. Deemed Execution Date, if any (Month/Day/Year)	Code)	of Derivative		Expiration Date (Month/Day/Year)		of Underlying Securities		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Beneficial
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Non- Qualified Stock Option	\$ 10.63	08/19/2003		M			25,000	08/31/1999	08/31/2008	Common Stock	25,000	\$ 54.4537	179,272	D	
Non- Qualified Stock Option	\$ 10.81	08/19/2003		M			25,000	10/07/1997	10/08/2006	Common Stock	25,000	\$ 54.4537	0	D	
Non- Qualified Stock Option	\$ 16.97							10/23/1999	10/23/2008	Common Stock	220,728		220,728	D	
Non- Qualified Stock Option	\$ 26.25							11/10/2001	11/10/2010	Common Stock	37,900		37,900	D	
Non- Qualified Stock Option	\$ 29.31							10/02/2002	10/02/2011	Common Stock	341,100		341,100	D	

Non- Qualified Stock Option	\$ 32.75			04/04/2002	04/04/2011	Common Stock	37,900	37,900	D	
Non- Qualified Stock Option	\$ 33.75			10/27/2000	10/27/2009	Common Stock	150,000	150,000	D	
Non- Qualified Stock Option	\$ 34.67			11/08/2003	01/28/2013	Common Stock	62,900	62,900	D	
Non- Qualified Stock Option	\$ 37.05			11/08/2003	11/08/2012	Common Stock	31,450	31,450	D	
Non- Qualified Stock Option	\$ 44.6875			08/13/2000	08/13/2010	Common Stock	75,800	75,800	D	
Non- Qualified Stock Option	\$ 51.229			11/08/2003	07/30/2013	Common Stock	31,450	31,450	D	

Reporting Owners

D d O N /	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
SCHROEDER KENNETH L C/O KLA-TENCOR CORP. 160 RIO ROBLES SAN JOSE, CA 95134	X		Chief Executive Officer					

Signatures



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).
- (1) Non-Derivative securities beneficially owned are indicated on final transaction line for Table I.

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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