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 Typ	e Responses)																
1. Name and Address of Reporting Person* FORTINO DENNIS J					2. Issuer Name and Ticker or Trading Symbol KLA TENCOR CORP [KLAC]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES				3. Date of Earliest Transaction (Month/Day/Year) 01/29/2004								X_Officer (give title below) Other (specify below) Executive Vice President						
(Street)					4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual o	One Reporting F	erson	••	e)		
SAN JOS (City	E, CA 951	(State)	(Zip)	Form filed by More than One Reporting Person														
		(State)										ired, Disposed						
(Instr. 3) Da		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea		(Instr. 8)		tion	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Owned Follo Transaction(s (Instr. 3 and 4	wing Reporte s)	-	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Co	ode	V	Amount	(A) or (D)	Price			(I) (Instr. 4)	(mstr. 4)			
Common	Stock		01/29/2004			1	M		30,000	A	\$ 33.75	35,382			D			
Common	Stock		01/29/2004			1	S		30,000	D	\$ 56.548	5,382			D			
Common	Stock		01/29/2004			1	M		2,250	A	\$ 26.25	7,632			D			
Common	Stock		01/29/2004			:	S		2,250	D	\$ 56.548	5,382			D			
Common	Common Stock 01/29/2004		01/29/2004			1	M		2,250	A	\$ 32.75	7,632		D				
Common	Stock		01/29/2004			:	S		2,250	D	\$ 56.548	5,382			D			
Common	Common Stock 01/29/2004		01/29/2004			1	M		4,500	A	\$ 29.31	9,882			D			
Common Stock 01/29/2004		01/29/2004				S		4,500	D	\$ 56.548	5,382			D				
Common	Stock		01/29/2004			1	M		2,916	A	\$ 37.05	8,298			D			
Common	Stock		01/29/2004			:	S		2,916	D	\$ 56.548	5,382			D			
Common	Stock		01/29/2004			1	M		5,833	A	\$ 34.67	11,215			D			
Common	Stock		01/29/2004			;	S		5,833	D	\$ 56.548	5,382			D			
Reminder: F	Renort on a se	enarate line for each	class of securities be	eneficiall	v owne	d directly	or ind	irectly	v									
Terminder: 1	coport on a se	parace into for each	ciass of securities of		y owne	<u>a anectry</u>		Perso in thi	ons who	are not	required	e collection of				1474 (9-02)		
			Table II -				cquire	d, Dis	sposed of	f, or Ben	eficially	ol number. Owned						
1. Title of	2.	3. Transaction	3A. Deemed	(<i>e.g.</i> , pu		s, warran Number			converti xercisabl			le and Amount	8. Price of	9. Number	of 10.	11. Natur		
Derivative Security	Conversion		Execution Date, if		tion of		e Exp	iratio	n Date			derlying		Derivative Securities	Owners Form of	hip of Indirec		
(Instr. 3)	Price of Derivative Security	(Month/Day/Year	(Month/Day/Year)) Acor	equired (A Disposed (D)	.)	ontn/L	/Day/Year)			. 3 and 4)	(Instr. 5)	Beneficially Owned Following Reported		Ownershi (y: (Instr. 4)		
						str. 3, 4, d 5)								Transaction	(s) (I)			
							Date Exe	e rcisab		oiration te	Title	Amoun or Numbe of Shares		(Instr. 4)	(Instr. 4)		
				Code	V (A	(D)												

2.7												
Non- Qualified Stock Option (right to buy)	\$ 26.25	01/29/2004	M	2,250	11/10/2001	11/10/2010	Common Stock	2,250	\$ 56.548	8,250	D	
Non- Qualified Stock Option (right to buy)	\$ 29.31	01/29/2004	М	4,500	10/02/2002	10/02/2011	Common Stock	4,500	\$ 56.548	24,750	D	
Non- Qualified Stock Option (right to buy)	\$ 32.75	01/29/2004	М	2,250	04/04/2002	04/04/2011	Common Stock	2,250	\$ 56.548	10,125	D	
Non- Qualified Stock Option (right to buy)	\$ 33.75	01/29/2004	M	30,000	10/27/2000	10/27/2009	Common Stock	30,000	\$ 56.548	30,000	D	
Non- Qualified Stock Option (right to buy)	\$ 34.67	01/29/2004	M	5,833	11/08/2003	01/28/2013	Common Stock	5,833	\$ 56.548	19,167	D	
Non- Qualified Stock Option (right to buy)	\$ 37.05	01/29/2004	M	2,916	11/08/2003	11/08/2012	Common Stock	2,916	\$ 56.548	9,584	D	
Non- Qualified Stock Option (right to buy)	\$ 40.14				05/22/2004	05/22/2013	Common Stock	1,000		1,000	D	
Non- Qualified Stock Option (right to buy)	\$ 44.6875				08/13/2000	08/11/2010	Common Stock	5,370		5,370	D	
Non- Qualified Stock Option (right to buy)	\$ 44.6875				08/13/2001	08/13/2010	Common Stock	39,630		39,630	D	
Non- Qualified Stock Option (right to buy)	\$ 51.229				11/08/2003	07/30/2013	Common Stock	12,500		12,500	D	
Non- Qualified Stock Option (right to buy)	\$ 53.86				10/27/2004	10/27/2013	Common Stock	30,000		30,000	D	

Non-										l
Qualified										l
Stock	\$ 58.10			10/27/2004	01/27/2014	Common	15 000	15,000	D	l
Option	\$ 50.10			10/2//2004	01/2//2014	Stock	13,000	13,000	Ъ	l
(right to										l
buy)										l

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
FORTINO DENNIS J C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			Executive Vice President					

Signatures

By: Stuart J. Nichols For: Dennis J. Fortino	01/30/2004
Signature of Reporting Person	Date

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)

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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