FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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

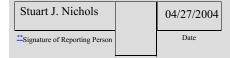
1. Name and Address of Reporting Person* NICHOLS STUART J			2. Issuer Name and Ticker or Trading Symbol KLA TENCOR CORP [KLAC]							5.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle) C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES				3. Date of Earliest Transaction (Month/Day/Year) 04/26/2004								X_ Officer (give title below) Other (specify below) VP and General Counsel						
SAN JOS	SE, CA 951	(Street)		4. If Ame	endn	nent, Da	te Or	iginal F	iled(Mo	nth/Day	y/Year)		_ Form fi	led by	One Reporting I	Filing(Check A Person Reporting Person	Applicable Line)	
(City	")	(State)	(Zip)			1	Γable	ı I - Noı	n-Deriv	vative	Securities	Acquire	d, Disp	osed	of, or Benef	icially Owne	d	
1.Title of So (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year	any	tion 1	ed Date, if y/Year)	Cod (Ins	tr. 8)	(1	A) or I	Disposed of 3, 4 and 5) (A) or	of (D) O T (I		ollow on(s)	Securities Be ing Reported	I (Ownership of Form: Direct (D) or Indirect (I)	Beneficial Ownership
Common	Stock						C	Code	V A	mour	nt (D)	Price 1	402				Instr. 4)	
		eparate line for each						Pe in di	ersons this f	orm a	are not re urrently v	I to the quired t	collecti o resp B cont	ond	unless the	on containe		174 (9-02)
			Table II -								f, or Benef ible securit		wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code	tion	5. Num	tive ties red	6. Dat Expira	e Exerc ation Da h/Day/	isable ate		7. Title a of Unde Securitia (Instr. 3	rlying	ount		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Ownershi Form of Derivative Security: Direct (D) or Indirect	(Instr. 4)
				Code	v	(A)	(D)	Date Exerci	isable	Exp Date	oiration e	Title	or	nount mber nres				
Non- Qualified Stock Option (right to buy)	\$ 45.16	04/26/2004		A		3,750		10/27	7/2004	1 04/	/26/2014	Comm Stock	. .	750	\$ 0	3,750	D	
Non- Qualified Stock Option (right to buy)	\$ 26.25							11/10	0/2001	11/	/10/2010	Comm		300		4,300	D	
Non- Qualified Stock Option (right to buy)	\$ 29.31							10/02	2/2002	2 10/	/02/2011	Comm	117	,000		12,000	D	
Non- Qualified Stock Option (right to buy)	\$ 32.75							04/04	1/2002	2 04/	/04/2011	Comm	_	000		6,000	D	

Non- Qualified Stock Option (right to buy)	\$ 33.75			10/27/2000	10/27/2009	Common Stock	21,000	21,000	D	
Non- Qualified Stock Option (right to buy)	\$ 34.67			11/08/2003	01/28/2013	Common Stock	6,500	6,500	D	
Non- Qualified Stock Option (right to buy)	\$ 37.05			11/08/2003	11/08/2012	Common Stock	3,250	3,250	D	
Non- Qualified Stock Option (right to buy)	\$ 44.6875			08/13/2001	08/13/2010	Common Stock	12,000	12,000	D	
Non- Qualified Stock Option (right to buy)	\$ 51.229			11/08/2003	07/30/2013	Common Stock	3,250	3,250	D	
Non- Qualified Stock Option (right to buy)	\$ 53.86			10/27/2004	10/27/2013	Common Stock	6,000	6,000	D	
Non- Qualified Stock Option (right to buy)	\$ 58.10			10/27/2004	01/27/2014	Common Stock	3,000	3,000	D	

Reporting Owners

Ī		Relationships						
Reporting Owner Name / Address		Director	10% Owner	Officer	Other			
	NICHOLS STUART J C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			VP and General Counsel				

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).

 $Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, {\it see}\ Instruction\ 6 for procedure.$

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