
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):
July 21, 2005**

KLA-TENCOR CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

000-09992
(Commission File Number)

04-2564110
(IRS Employer
Identification No.)

**160 Rio Robles
San Jose, California**
95134 (Address of principal executive offices, including zip code)

(408) 875-3000 (Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On July 21, 2005, KLA-Tencor Corporation (the “Company”) appointed Richard P. Wallace, age 45, as its President and Chief Operating Officer. The Company issued a press release announcing Mr. Wallace’s appointment and providing his biographical information on July 21, 2005, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Prior to Mr. Wallace’s appointment, Kenneth L. Schroeder, the Company’s Chief Executive Officer, served as the Company’s President.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by KLA-Tencor Corporation dated July 21, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KLA-TENCOR CORPORATION

Date: July 27, 2005

By: /s/ John H. Kispert

JOHN H. KISPERT
EXECUTIVE VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER

EXHIBIT INDEX

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99.1	Press Release issued by KLA-Tencor Corporation dated July 21, 2005.

News Release

Company Contact: Uma Subramaniam
Director, Corporate Communications
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Senior Account Director, MCA
(650) 968-8900 x125
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FOR IMMEDIATE RELEASE

KLA-TENCOR APPOINTS RICK WALLACE PRESIDENT AND CHIEF OPERATING OFFICER

SAN JOSE, Calif., July 21, 2005 — KLA-Tencor Corporation (NASDAQ: KLAC) today announced that Richard P. (Rick) Wallace has been promoted to president and chief operating officer (COO). Rick brings extensive industry experience to his new role — with nearly two decades in senior management roles leading the operations and strategic direction of several of KLA-Tencor’s largest product organizations, as well as its customer group.

“Rick’s unique combination of strong customer focus, broad semiconductor industry experience, and long track record in contributing to the company’s success make him an outstanding choice for KLA-Tencor,” stated Ken Schroeder, KLA-Tencor’s chief executive officer (CEO). “I am delighted to make this announcement, and believe that Rick is ideally positioned to help lead KLA-Tencor’s operations as we strengthen our global leadership and enable our customers’ success in today’s consumer-driven semiconductor market.”

Rick earned a bachelor’s degree in electrical engineering from the University of Michigan, and a master’s degree in engineering management from Santa Clara University. A complete biography is attached to this press release.

About KLA-Tencor: KLA-Tencor is the world leader in yield management and process control solutions for semiconductor manufacturing and related industries. Headquartered in San Jose, Calif., the company has sales and service offices around the world. An S&P 500 company, KLA-Tencor was named one of the Best Managed Companies in America for 2005 by *Forbes Magazine* and is the only company in the semiconductor industry to receive the accolade for this year. KLA-Tencor is traded on the Nasdaq National Market under the symbol KLAC. Additional information about the company is available on the Internet at <http://www.kla-tencor.com>

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BIOGRAPHY

Richard P. (Rick) Wallace President and Chief Operating Officer, KLA-Tencor

Rick Wallace brings 17 years of experience at KLA-Tencor to his new role as president and COO. Previously, Rick served as executive vice president, overseeing the Reticle and Photomask Inspection Division, Films and Surface Technology Division, CTO Software and Customer Group. He assumed this role in May of 2004.

Prior to this, Rick was named executive vice president of the Wafer Inspection Group in 2000, and had P&L responsibility for seven product divisions, which collectively generate more than 50 percent of the company's revenue and profit. He has also served as group vice president for the Lithography Control Group, as well as vice president/general manager and vice president of marketing for the Wafer Inspection Division. He joined KLA-Tencor in 1988 as director of applications engineering.

Earlier in his career, Rick built his expertise in lithography and yield management through engineering positions with Ultratech Stepper and Cypress Semiconductor. He earned his bachelor's degree in electrical engineering from the University of Michigan and his master's degree in engineering management from Santa Clara University, where he also taught strategic marketing and global competitiveness courses upon his graduation.