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

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**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) January 24, 2006**

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**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 8.01 Other Events**

The Board of Directors of KLA-Tencor Corporation (the "Company") has declared a quarterly cash dividend of 12 cents per share, payable on March 1, 2006 to stockholders of record on February 15, 2006.

**Item 9.01. Financial Statements and Exhibits  
(c) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 24, 2006

**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**

By: /s/ Stuart J. Nichols

**Stuart J. Nichols**  
**Vice President & General Counsel**

Date: **January 24, 2006**

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 24, 2006

# News Release

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**FOR IMMEDIATE RELEASE**

## **KLA-TENCOR DECLARES REGULAR CASH DIVIDEND FOR THIRD QUARTER FISCAL YEAR 2006**

SAN JOSE, Calif., January 24, 2006—KLA-Tencor Corporation (NASDAQ: KLAC) today announced that its board of directors has declared a quarterly cash dividend of \$.12 per share on its common stock payable on March 1, 2006 to KLA-Tencor stockholders of record on February 15, 2006.

**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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