
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, 2006

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

On July 24, 2006, KLA-Tencor Corporation issued a press release announcing that as a result of the on-going internal investigation relating to stock option grants previously disclosed on May 24, 2006, the Company will be unable to provide detailed GAAP or non-GAAP financials in connection with its July 27, 2006 conference call for items other than revenue and bookings for the quarter or year ended June 30, 2006. The Company also disclosed that it will not file its annual report on Form 10-K until the completion of the internal investigation and that it does not expect such investigation to be completed until after the date the Form 10-K is required to be filed.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release issued by KLA-Tencor Corporation dated July 21, 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 and General Counsel

Date: July 26, 2006

Exhibit Index

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release issued by KLA-Tencor Corporation dated July 21, 2006.

News Release

Company Contacts:

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FOR IMMEDIATE RELEASE

**KLA-TENCOR ANNOUNCES LIVE WEBCAST OF
UPCOMING QUARTERLY CALL**

SAN JOSE, Calif., July 21, 2006—KLA-Tencor Corp. (Nasdaq: KLAC), the world leader in yield management and process control solutions for semiconductor manufacturing and related industries, today announced that the company will provide a live webcast of its upcoming fourth quarter fiscal 2006 conference call, scheduled for Thursday, July 27, 2006, at 2:00 p.m. (PT).

As previously announced, the Company's Board of Directors has appointed a Special Committee of independent directors to conduct an internal investigation relating to stock options granted to the employees of the Company. As disclosed on June 30, the Special Committee has reached a preliminary conclusion that the actual measurement dates for financial accounting purposes of certain stock option grants issued in prior years likely differ from the recorded grant dates of such awards. The Special Committee has not yet determined whether any resulting compensation charges or tax implications are material or whether the Company ultimately will restate previously issued financial statements.

As a result of the on-going investigation and the potential for restatement, the Company is unable to provide detailed GAAP or non-GAAP financials for items other than revenue and bookings for the quarter or year ended June 30, 2006. In addition, the Company will not file its annual report on form 10-K until after the completion of the investigation. The Company does not expect the investigation to be completed until after the date the Form 10-K is required to be filed.

The webcast will be available on KLA-Tencor's website at <http://www.kla-tencor.com>, on the Investors page.

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 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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