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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): 07/10/2012**

**KLA-TENCOR CORPORATION**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-09992**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**04-2564110**  
(IRS Employer  
Identification No.)

**One Technology Drive, Milpitas, California 95035**  
(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:

- 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 10, 2012, KLA-Tencor Corporation (the "Company") issued a press release announcing that the Company's Board of Directors had authorized an increase in the level of the Company's quarterly dividend from \$0.35 to \$0.40 per share. This increase is expected to take effect beginning with the Company's quarterly dividend to be declared in August 2012. A copy of the press release is attached hereto as Exhibit 99.1.

Forward Looking Statements: Statements in this Form 8-K and in the attached press release other than historical facts, such as statements regarding the anticipated future level of the Company's quarterly dividend, the Company's commitment to continue paying dividends at any level in the future, the Company's ability to maintain its market leadership position and successfully execute its long-term strategies, and the Company's future operating results and financial strength (including without limitation the Company's future cash flows and availability of cash for the payment of dividends), are forward-looking statements and are subject to the Safe Harbor provisions created by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current information and expectations, and involve a number of risks and uncertainties. Actual future results and/or events may differ materially from those projected in such statements due to various factors, including without limitation: a change in the Company's dividend policy by the Company's Board of Directors (which has the ability in its sole discretion to increase, decrease or eliminate entirely the Company's dividend at any time); unanticipated material payment obligations incurred by the Company that decrease the Company's willingness or ability to continue paying dividends at the anticipated increased level, or at all; the financial condition of the global capital markets and the general macroeconomic environment; the demand for semiconductors; new and enhanced product offerings by competitors; the ability of the Company's research and development teams to successfully innovate and develop technology that is responsive to customer demands; and changing customer demands or technological requirements. For other factors that may cause actual results to differ materially from those projected and anticipated in forward-looking statements in this Form 8-K and in the attached press release, please refer to the Company's Annual Report on Form 10-K for the year ended June 30, 2011, subsequently filed Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission (including, but not limited to, the risk factors described therein). The Company assumes no obligation to, and does not currently intend to, update these forward-looking statements.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is filed herewith:

Exhibit No.	Description
99.1	Text of press release issued by KLA-Tencor Corporation dated July 10, 2012

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**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 10, 2012

By: /s/ Brian M. Martin

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Brian M. Martin  
Executive Vice President and General Counsel

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	Text of press release issued by KLA-Tencor Corporation dated July 10, 2012

**FOR IMMEDIATE RELEASE****Investor Relations:**

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**Media Relations:**

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**KLA-TENCOR INCREASES QUARTERLY DIVIDEND LEVEL TO  
\$0.40 PER SHARE FROM \$0.35 PER SHARE**

**MILPITAS, Calif., July 10, 2012** - KLA-Tencor Corporation (NASDAQ: KLAC) today announced that its board of directors has authorized an increase in the level of the company's quarterly dividend from \$0.35 to \$0.40 per share. This increase is expected to take effect beginning with KLA-Tencor's quarterly dividend to be declared in August 2012. This represents a 14 percent increase compared to the prior quarterly dividend and is the fourth dividend increase since KLA-Tencor first instituted its dividend in April 2005.

"KLA-Tencor's market leadership, strong cash flows and solid balance sheet provide the resources to execute our strategies for growth and return significant cash to our stockholders through our dividend," said Rick Wallace, president and chief executive officer of KLA-Tencor. "This increase in the level of the dividend reflects management's confidence in our long-term strategies, as well as our commitment to rewarding stockholders for their investments in KLA-Tencor."

This announcement and other news regarding KLA-Tencor will be discussed later today, July 10, 2012, at the company's annual SEMICON West analyst briefing at the W San Francisco Hotel, with a live webcast beginning at 10:30 a.m. Pacific Daylight Time. The live webcast can be accessed through the Investor Relations page of the KLA-Tencor website at <http://ir.kla-tencor.com/>, and a replay of the webcast will remain available on KLA-Tencor's Investor Relations web page for 90 days following the webcast.

**About KLA-Tencor:**

KLA-Tencor Corporation (NASDAQ: KLAC), a leading provider of process control and yield management solutions, partners with customers around the world to develop state-of-the-art inspection and metrology technologies. These technologies serve the semiconductor, data storage, LED, photovoltaic, and other related nanoelectronics industries. With a portfolio of industry-standard products and a team of world-class engineers and scientists, the company has created superior solutions for its customers for more than 35 years. Headquartered in Milpitas, Calif., KLA-Tencor has dedicated customer operations and service centers around the world. Additional information may be found online at [www.kla-tencor.com](http://www.kla-tencor.com). (KLAC-F)

**Forward Looking Statements**

Statements in this press release other than historical facts, such as statements regarding the anticipated future level of KLA-Tencor's quarterly dividend, the company's commitment to continue paying dividends at any level in the future, KLA-Tencor's ability to maintain its market leadership position and successfully execute its long-term strategies, and the company's future operating results and financial strength (including without limitation the company's future cash flows and availability of cash for the payment of dividends), are forward-looking statements and are subject to the Safe Harbor provisions created by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current information and expectations, and involve a number of risks and uncertainties. Actual future results and/or events may differ materially from those projected in such statements due to various factors, including without limitation: a change in KLA-Tencor's dividend policy by the company's board of directors (which has the ability in its sole discretion to increase, decrease or eliminate entirely the company's dividend at any time); unanticipated material payment obligations incurred by KLA-Tencor that decrease the company's willingness or ability to continue paying dividends at the anticipated increased level, or at all; the financial condition of the global capital markets and the general macroeconomic environment; the demand for semiconductors; new and enhanced product offerings by competitors; the ability of KLA-Tencor's research and development teams to successfully innovate and develop technology that is responsive to customer demands; and changing customer demands or technological requirements. For other factors that may cause actual results to differ materially from those projected and anticipated in forward-looking statements in this release, please refer to KLA-Tencor's Annual Report on Form 10-K for the year ended June 30, 2011, subsequently filed Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission (including, but not limited to, the risk factors described therein). KLA-

Tencor assumes no obligation to, and does not currently intend to, update these forward-looking statements.

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