
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): 08/01/2012

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) In a meeting held on August 1, 2012, the Compensation Committee of the Board of Directors of KLA-Tencor Corporation (the "Company") adopted and approved updated forms of the Company's Restricted Stock Unit Award Notifications for use in connection with (i) restricted stock unit ("RSU") awards with only service-based vesting criteria and (ii) RSU awards with both performance-based and service-based vesting criteria, which will be used to notify executive officers and other employees when they receive RSU awards. In a meeting held on August 2, 2012, the independent members of the Company's Board of Directors (i.e., all members of the Board other than Richard P. Wallace, the Company's President and Chief Executive Officer) adopted and approved identical updated forms of the Company's Restricted Stock Unit Award Notifications for use in connection with RSU awards to the Company's Chief Executive Officer. The two updated forms, which reflect the revised vesting schedules for the Company's RSU awards, are filed as exhibits to this Form 8-K.

Item 8.01. Other Events

On August 2, 2012, the Company issued a press release announcing that the Company's Board of Directors has declared a cash dividend of \$0.40 per share on the Company's Common Stock. Such dividend shall be payable on September 4, 2012 to the Company's stockholders of record as of the close of business on August 13, 2012. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed herewith:

Exhibit No.	Description
10.1	Form of Restricted Stock Unit Award Notification (Service-Vesting)
10.2	Form of Restricted Stock Unit Award Notification (Performance-Vesting)
99.1	Text of press release issued by KLA-Tencor Corporation dated May 3, 2012

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: August 02, 2012

By: /s/ Brian M. Martin

Brian M. Martin
Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibit No.	Description
EX-10.1	Form of Restricted Stock Unit Award Notification (Service-Vesting)
EX-10.2	Form of Restricted Stock Unit Award Notification (Performance-Vesting)
EX-99.1	Text of press release issued by KLA-Tencor Corporation dated August 2, 2012

Restricted Stock Unit Award Notification

To: [Fname] [Lname]
[email]
Employee ID: [ID]
From: KLA-Tencor Executive Team
Subject: Restricted Stock Unit Grant

Congratulations! We are pleased to inform you that the Board of Directors or its Compensation Committee has granted to you an award of Restricted Stock Units under the KLA-Tencor Corporation 2004 Equity Incentive Plan (the "EIP4 Equity Plan"). Subject to the provisions of the EIP4 Equity Plan and the Restricted Stock Unit Agreement, the principal features of this award are as follows:

Date of Grant: [DATE]

Award Number: [NUM]

**Number of
Restricted Stock Units**

Awarded: [Shares]

Each Restricted Stock Unit represents the right to receive one share of KLA-Tencor Corporation common stock upon the satisfaction of the applicable vesting requirements set forth below.

Vesting Schedule: You shall vest in 25% of the Restricted Stock Units upon your continuation in Service Provider status through [1-YEAR ANNIVERSARY OF GRANT DATE]; 25% of the Restricted Stock Units upon your continuation in Service Provider status through [2-YEAR ANNIVERSARY OF GRANT DATE]; 25% of the Restricted Stock Units upon your continuation in Service Provider status through [3-YEAR ANNIVERSARY OF GRANT DATE]; and 25% of the Restricted Stock Units upon your continuation in Service Provider status through [4-YEAR ANNIVERSARY OF GRANT DATE].

Vesting in your Restricted Stock Units will cease immediately upon your termination of Service Provider status for any reason, including pursuant to a reduction-in-force.

The issuance of shares of KLA-Tencor Corporation common stock upon the vesting of Restricted Stock Units is subject to compliance with all of the applicable requirements of all laws or regulations with respect to such units. Neither the grant of this award nor the vesting schedule alter the terms of your employment, which remain at-will and subject to termination by KLA-Tencor or you at any time, with or without cause or notice.

PLEASE BE SURE TO READ THE RESTRICTED STOCK UNIT AGREEMENT, WHICH CONTAINS SPECIFIC TERMS AND CONDITIONS APPLICABLE TO THIS AWARD. By accepting this award, you agree and understand that this award is subject to all of the terms and conditions contained in this Restricted Stock Unit Award Notification, the EIP4 Equity Plan document, and the Restricted Stock Unit Agreement. For copies of the Restricted Stock Unit Agreement and the EIP4 Equity Plan document, please see the Employee Stock Services website, which can be accessed through the KLA-Tencor Intranet site: <http://sharepoint.kla-tencor.com/corp/hr/hronline/finances/default.aspx>

Please consult your individual tax advisors regarding any tax or other consequences related to your KLA-Tencor RSUs.

THIS MEMO IS YOUR OFFICIAL NOTIFICATION OF THIS AWARD. NO ADDITIONAL DOCUMENTATION WILL BE SENT TO YOU CONCERNING THIS AWARD.

Restricted Stock Unit Award Notification

To: [Fname] [Lname]
 [email]
 Employee ID: [ID]
 From: KLA-Tencor Executive Team
 Subject: Restricted Stock Unit Grant

Congratulations! We are pleased to inform you that the Board of Directors or its Compensation Committee has granted to you an award of Restricted Stock Units under the KLA-Tencor Corporation 2004 Equity Incentive Plan (the "EIP4 Equity Plan"). Subject to the provisions of the EIP4 Equity Plan and the Restricted Stock Unit Agreement, the principal features of this award are as follows:

Date of Grant: [DATE]

Award Number: [NUM]

Target Number of Restricted Stock Units Awarded: [Shares]
 Each Restricted Stock Unit represents the right to receive one share of KLA-Tencor Corporation common stock upon the satisfaction of the applicable vesting requirements set forth below.

Vesting Schedule: The number of Restricted Stock Units in which you may actually vest shall be determined as follows:

(i) first, as soon as practicable following the completion of the audited financial statements for the Company's ___ fiscal year, the Administrator shall determine the level at which the applicable performance goal for that year (as set forth in attached Schedule A) has been attained and on the basis of that assessment determine the specific number of Restricted Stock Units hereby awarded to you in which you will have the potential to vest based on your continuation in Service Provider status. Such number may range from 0 Restricted Stock Units (if less than threshold attainment of the performance goal is attained) to [_____] % of the target number of Restricted Stock Units set forth above (if attainment is at or above the maximum specified goal). The actual number shall be determined on the basis of the matrix (and linear interpolation) set forth in attached Schedule A.

(ii) You shall vest in 50% of the number of Restricted Stock Units determined under subparagraph (i) upon your continuation in Service Provider status through [3-YEAR ANNIVERSARY OF GRANT DATE] (or, if later, the date on which the determination as to the number of Restricted Stock Units earned under this award, as set forth under subparagraph (i) above, is made by the Administrator); and 50% of the Restricted Stock Units determined under subparagraph (i) upon your continuation in Service Provider status through [4-YEAR ANNIVERSARY OF GRANT DATE].

Vesting in your Restricted Stock Units will cease immediately upon your termination of Service Provider status for any reason, including pursuant to a reduction-in-force.

The issuance of shares of KLA-Tencor Corporation common stock upon the vesting of Restricted Stock Units is subject to compliance with all of the applicable requirements of all laws or regulations with respect to such units. Neither the grant of this award nor the vesting schedule alter the terms of your employment, which remain at-will and subject to termination by KLA-Tencor or you at any time, with or without cause or notice.

Award Notification, the EIP4 Equity Plan document, and the Restricted Stock Unit Agreement. For copies of the Restricted Stock Unit Agreement and the EIP4 Equity Plan document, please see the Employee Stock Services website, which can be accessed through the KLA-Tencor Intranet site: <http://sharepoint.kla-tencor.com/corp/hr/hronline/finances/default.aspx>

Please consult your individual tax advisors regarding any tax or other consequences related to your KLA-Tencor RSUs.

THIS MEMO IS YOUR OFFICIAL NOTIFICATION OF THIS AWARD. NO ADDITIONAL DOCUMENTATION WILL BE SENT TO YOU CONCERNING THIS AWARD.

SCHEDULE A

APPLICABLE PERFORMANCE GOAL AND MATRIX

FOR DETERMINATION OF NUMBER OF RESTRICTED STOCK UNITS SUBJECT TO POTENTIAL VESTING

FOR IMMEDIATE RELEASE

Investor Relations:

Ed Lockwood
Sr. Director, Investor Relations
(408) 875-9529
ed.lockwood@kla-tencor.com

Media Relations:

Meggan Powers
Sr. Director, Corporate Communications
(408) 875-8733
meggan.powers@kla-tencor.com

**KLA-TENCOR DECLARES REGULAR CASH DIVIDEND FOR THE FIRST
QUARTER OF FISCAL YEAR 2013**

MILPITAS, Calif.-August 2, 2012 (PR Newswire) - KLA-Tencor Corporation (NASDAQ: KLAC) today announced that its Board of Directors has declared a quarterly cash dividend of \$0.40 per share on its common stock payable on September 4, 2012 to KLA-Tencor stockholders of record as of the close of business on August 13, 2012. This reflects the increase in the level of KLA-Tencor's quarterly dividend that the company announced on July 10, 2012.

About KLA-Tencor: KLA-Tencor Corporation, 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 over 35 years. Headquartered in Milpitas, Calif., KLA-Tencor has dedicated customer operations and service centers around the world. Additional information may be found at www.kla-tencor.com. (KLAC-F)

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