

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>KENNEDY KEVIN</b>			2. Issuer Name and Ticker or Trading Symbol <b>KLA TENCOR CORP [KLAC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) <b>C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>01/28/2014</b>					
(Street) <b>MILPITAS, CA 95035</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/28/2014		M		1,250	A	\$ 56.79	1,250	D	
Common Stock	01/28/2014		S		1,250	D	\$ 61.728 (1)	0	D	
Common Stock	01/28/2014		M		1,250	A	\$ 52.84	1,250	D	
Common Stock	01/28/2014		S		1,250	D	\$ 61.726	0	D	
Common Stock								18,825	I	By Trust (2)
Common Stock - Restricted Stock Units (3)								1,856	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (Right to Buy)	\$ 56.79	01/28/2014		M		1,250	(4)	07/31/2014	Common Stock	1,250	\$ 0	0	D		
Non-Qualified Stock Option (Right to Buy)	\$ 52.84	01/28/2014		M		1,250	(5)	10/30/2014	Common Stock	1,250	\$ 0	0	D		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY KEVIN C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035	X			

## Signatures

Brian M. Martin as Attorney-in-Fact for Kevin J. Kennedy		01/30/2014
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This transaction was executed in multiple trades at prices ranging from \$61.72 to \$61.73. The price reported above reflects the weighted-average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

(2) By the Kennedy Family Trust U/A/D 11/19/98, of which the Reporting Person is a trustee and beneficiary.

(3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.

(4) The option was granted for 1,250 shares of KLA-Tencor common stock on July 31, 2007 and was immediately exercisable for all of the underlying shares on the date of grant.

(5) The option was granted for 1,250 shares of KLA-Tencor common stock on October 30, 2007 and was immediately exercisable for all of the underlying shares on the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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