

FORM 4
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
 Barnholt, Edward W.
 26076 Altadena Dr.

Los Altos, CA 94022

2. Issuer Name and Ticker or Trading Symbol
 KLA-Tencor Corporation (KLAC)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year
 11/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Director

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

<TABLE>
 <CAPTION>
 Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security 7) Nature of	2) Trans- action Date (Month/ Day/Year)	3) Trans- action Code Code V	4) Securities Acquired (A) or Disposed of (D) Amount Price	5) Amount of Securities Beneficially Owned at End of Month	6) D or I
Indirect Beneficial Ownership					
<S> <C>	<C>	<C>	<C>	<C><C>	<C> <C>

<CAPTION>
 Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Exercisable and Security Date	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Expiration
Exercisable Expiration					
<S> <C>	<C>	<C>	<C>	<C>	<C>
Non-Qualified Stock Option 10/25/06 (right to buy)	\$10.6300				
Non-Qualified Stock Option 09/21/08 (right to buy)	\$11.6600				
Non-Qualified Stock Option 11/17/08 (right to buy)	\$17.5900				
Non-Qualified Stock Option 09/20/05 (right to buy)	\$23.2800				
Non-Qualified Stock Option 11/10/10 (right to buy)	\$26.2500				
Non-Qualified Stock Option 09/19/07 (right to buy)	\$34.9400				
Non-Qualified Stock Option	\$37.0500	11/08/02	A	5,000	

11/08/12
(right to buy)
Non-Qualified Stock Option \$37.0500 11/08/02 A 5,000
11/08/12
(right to buy)
Non-Qualified Stock Option \$46.2800
11/16/09
(right to buy)
Non-Qualified Stock Option \$47.2300
11/09/11
(right to buy)

<CAPTION>

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D or I
<S> <C> Non-Qualified Stock Option Direct (right to buy)	<C>	<C> Common Stock	<C> 10,000	<C> 10,000	<C> D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	5,000	5,000	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	5,832	5,832	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	10,000	10,000	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	10,000	10,000	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	5,000	5,000	D
Non-Qualified Stock Option Direct (right to buy)	11/08/02	Common Stock	5,000		D
Non-Qualified Stock Option Direct (right to buy)	11/08/02	Common Stock	5,000	10,000	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	10,000	10,000	D
Non-Qualified Stock Option Direct (right to buy)		Common Stock	10,000	10,000	D

<FN>
Explanation of Responses:

</FN>
</TABLE>
SIGNATURE OF REPORTING PERSON
/S/ By: Stuart J. Nichols
For: Edward W. Barnholt
DATE 11/11/02