

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)  
 Bingham, H. Raymond  
 1 Bridle Lane

Woodside, CA 94062

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)

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

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

[X] 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
Non-Qualified Stock Option 11/08/12 (right to buy)	\$37.0500	11/08/02	A	5,000	
Non-Qualified Stock Option 11/08/12 (right to buy)	\$37.0500	11/08/02	A	5,000	
Non-Qualified Stock Option 11/09/11 (right to buy)	\$47.2300				
Non-Qualified Stock Option 08/15/10 (right to buy)	\$52.7500				

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

1) Title of Derivative	3) Trans-	7) Title and Amount	8) Price	9) Number of	10)
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11) Nature of Security Indirect Beneficial Ownership	action Date	of Underlying Securities Title	Amount or Number of Shares	of Derivative Security	Derivative Securities Beneficially Owned at End of Month	D or I
-						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
<C>						
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	20,000		20,000	D

<FN>  
Explanation of Responses:

</FN>  
</TABLE>  
SIGNATURE OF REPORTING PERSON  
/S/ By: Stuart J. Nichols  
For: Raymond H. Bingham  
DATE 11/11/02