

# 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>WALLACE RICHARD P</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 checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President and CEO</b>	
(Last) (First) (Middle) <b>C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>08/05/2014</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)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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	08/05/2014		A		26,400	A	(1)	34,647	D	
Common Stock	08/05/2014		F		13,457	D	(2)	\$ 71.6	21,190	D
Common Stock	08/05/2014		A		26,400	A	(3)	47,590	D	
Common Stock	08/05/2014		F		13,776	D	(4)	\$ 71.6	33,814	D
Common Stock								8,284	I	By Trust (5)
Common Stock - Restricted Stock Units (6)								122,150 (7)	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		Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WALLACE RICHARD P C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035	X		President and CEO	
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## Signatures

Brian M. Martin as Attorney-In-Fact for Richard P. Wallace		08/06/2014
 Signature of Reporting Person		Date

## 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).
  - On August 5, 2010, the Reporting Person received a grant of performance-based restricted stock units ("RSUs") that, following the completion of fiscal year 2012, was
    - (1) determined by the independent members of KLA-Tencor's Board of Directors to cover, based on KLA-Tencor's financial performance during fiscal years 2011 and 2012, 52,800 shares of KLA-Tencor common stock. On August 5, 2014, the Reporting Person vested in fifty percent (50%) of such performance-based RSUs.
    - Pursuant to the terms of the August 5, 2010 performance-based RSU grant described in note (1) above, 13,457 shares of KLA-Tencor common stock were automatically
      - (2) withheld at vesting to cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on such vesting date.
    - On August 5, 2010, the Reporting Person received a grant of RSUs covering 52,800 shares of KLA-Tencor common stock. On August 5, 2014, the Reporting Person vested in fifty percent (50%) of such RSUs.
    - Pursuant to the terms of the August 5, 2010 RSU grant described in note (3) above, 13,776 shares of KLA-Tencor common stock were automatically withheld at vesting to
      - (4) cover required tax withholding. The fair market value of KLA-Tencor common stock used for purposes of calculating the number of shares to be withheld was the closing price of KLA-Tencor common stock as reported on the NASDAQ Stock Market on such vesting date.
    - (5) Shares held under the Wallace Living Trust u/a/d 03/27/01, as amended, a trust of which the Reporting Person is a trustee and beneficiary.
    - (6) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.
    - (7) Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made regarding the achievement of the applicable performance goals. Any such holdings will be reported on Form 4 within two business days of the date such assessment is made.

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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