

# FORM 4

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

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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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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 *<br><b>KENNEDY KEVIN</b>                  | 2. Issuer Name and Ticker or Trading Symbol<br><b>KLA TENCOR CORP [KLAC]</b>            | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
| (Last) (First) (Middle)<br><b>C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE</b> | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/04/2015</b>                   |   |
| (Street)<br><b>MILPITAS, CA 95035</b>  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 - Restricted Stock Units (1) | 11/04/2015                           |  | A                              |   | 2,394 (2)   | A          | \$ 0  | 4,363   | D  |   |
| Common Stock                              |                                      |  |                                |   |   |            |       | 1,856   | D  |   |
| Common Stock                              |                                      |  |                                |   |   |            |       | 18,825  | I  | By Trust (3)  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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) |   | 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) |   |  |  |  |  |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| Teri A. Little as Attorney-in-Fact for Kevin J. Kennedy | 11/06/2015 |
|---|------------|

## 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).

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

Represents a grant of RSUs that, pursuant to KLA-Tencor's outside director compensation program, was automatically granted to the Reporting Person on the date of KLA-

(2) Tencor's annual meeting of stockholders with respect to the Reporting Person's service on the Board of Directors for the upcoming year. The RSUs will fully vest one year from date of grant and will be deliverable on such date.

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

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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