

KLA TENCOR CORP
Form 4
August 04, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALLACE RICHARD P

(Last) (First) (Middle)

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KLA TENCOR CORP [KLAC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or (D) Price		
Common Stock	08/02/2016		M		29,437 (1) A \$ 0	D	
Common Stock	08/02/2016		F		13,433 (3) D \$ 75.72	D	
Common Stock	08/02/2016		M		11,775 (4) A \$ 0	D	
Common Stock	08/02/2016		F		6,145 (5) D \$ 75.72	D	
Common Stock						I	By Trust (6)
					9,182		

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On August 2, 2012, the Reporting Person received a grant of performance-based restricted stock units ("RSUs") that, following the completion of fiscal year 2014, was determined by the Compensation Committee of KLA-Tencor's Board of Directors (in August 2014) to cover, based on KLA-Tencor's financial performance during fiscal year 2014, 58,875 shares of KLA-Tencor common stock. On August 2, 2016, the Reporting person vested in fifty percent (50%) of the performance-based RSUs.

- (2) Includes 363 shares acquired by the Reporting Person under the KLA-Tencor Employee Stock Purchase Plan on June 30, 2016.
- (3) Pursuant to such terms of the August 2, 2012 performance-based RSU grant, 13,433 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- (4) On August 2, 2012, the Reporting Person received a grant of RSUs covering 47,100 shares of KLA-Tencor common stock. On August 2, 2016, the Reporting Person vested in twenty-five percent (25%) of such RSUs.
- (5) Pursuant to the terms of the August 2, 2012 RSU grant described in note (4) above, 6,145 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- (6) 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.
- (7) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock.

Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made

- (8) regarding the achievement of the applicable performance goals. Any such holdings will be reported on a 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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