#### KLA TENCOR CORP

Form 4/A

November 13, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

 $32,100^{(4)}$ 

D

January 31,

2005

0.5

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Common Stock -Restricted

Stock Units

(3)

(Print or Type Responses)

Kirloskar Virendra A

1. Name and Address of Reporting Person \*

		KLA TENCOR CORP [KLAC]						(Check all applicable)				
(Last) (First) (Middle)  C/O KLA-TENCOR  CORPORATION, ONE  TECHNOLOGY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 09/19/2008						Director 10% Owner Selection Other (specify below) Other (specify below) Chief Accounting Officer			
File				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MILPITAS,	(	09/23/2008						Form filed by More than One Reporting Person				
(City) (State) (Zip) <b>Table</b>					ı-De	erivative S	Securi	ties Acqu	red, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any (Month/Da	Date, if	3. Transa Code (Instr.	8)	4. Securit on(A) or Di (Instr. 3,	spose	d of (D)	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)	
Common Stock	09/19/2008			A		4,000	A	<u>(1)</u>	5,161 <u>(5)</u>	D		
Common Stock	09/19/2008			F		1,430 (2)	D	\$ 34.33	3,731	D		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Titl	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount of	Derivative	D	
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	rlying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)	В	
	Derivative			Securities				(Instr.	3 and 4)		0
	Security				Acquired						F
					(A) or						R
					Disposed						T
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title			
						Exercisable Date		of			
				Code V	(A) (D)				Shares		
				Couc v	(II)				Dilaics		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Kirloskar Virendra A C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035

Chief Accounting Officer

## **Signatures**

Brian M. Martin as Attorney-in-Fact for Virendra A. 11/13/2008 Kirloskar

> \*\*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 September 19, 2006, Mr. Kirloskar received a grant of restricted stock units ("RSUs") covering 8,000 shares of KLA-Tencor common stock. On September 19, 2008, Mr. Kirloskar vested in fifty percent (50%) of such RSUs.
- Pursuant to the terms of the September 19, 2006 RSU grant, 1,430 shares of KLA-Tencor common stock were automatically withheld at **(2)** vesting to cover required tax withholding.
- (3) 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
- (4) 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.

Reporting Owners 2

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(5) Amount has been revised to include an additional 297 shares acquired under the KLA-Tencor Employee Stock Purchase Plan prior to the filing date of the original Form 4 that were not included in Mr. Kirloskar's common stock holdings reported in the original Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.