

KLA TENCOR CORP

Reported by
KENNEDY KEVIN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/04/17 for the Period Ending 05/02/17

Address	ONE TECHNOLOGY DRIVE MILPITAS, CA 95035
Telephone	4088756000
CIK	0000319201
Symbol	KLAC
SIC Code	3827 - Optical Instruments and Lenses
Industry	Semiconductor Equipment & Testing
Sector	Technology
Fiscal Year	06/30

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
KENNEDY KEVIN		KLA TENCOR CORP [KLAC]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE		5/2/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
MILPITAS, CA 95035				<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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/2/2017		S		2400 (1)	D	\$99.116 (2)	16425	I	By Trust (3)
Common Stock	5/2/2017		S		100 (4)	D	\$98.49	16325	I	By Trust (3)
Common Stock								6219 (5)	D	
Common Stock - Restricted Stock Units (6)								2141	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (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	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Sold under a Rule 10b5-1 sales plan adopted on March 8, 2017.
- (2) Represents the weighted average sales price for the shares. The sales prices ranged from \$98.50 to \$99.50. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (3) By the Kennedy Family Trust U/A/D 11/19/98, of which the Reporting Person is a trustee and beneficiary.
- (4) Sold under a Rule 10b5-1 sales plan adopted on March 8, 2017
- (5) Includes 2,394 shares of common stock issued upon the vesting of RSUs on November 4, 2016
- (6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.

Reporting Owners

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

Signatures

Teri A. Little as Attorney-in-Fact for Kevin J. Kennedy

5/3/2017

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

* 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).

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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