

KLA TENCOR CORP

Reported by
KHAN AHMAD A.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/15/16 for the Period Ending 11/11/16

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 * Khan Ahmad A. (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 (MM/DD/YYYY) <p align="center">11/11/2016</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Patterning Division 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
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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 - Restricted Stock Units (1)	11/11/2016		A		20073 (2)	A	\$0	67757 (3)	D	
Common Stock	11/11/2016		S		17173	D	\$75.336 (4)	0	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
- (2) On November 11, 2016, the Reporting Person was granted RSUs for 20,073 shares of KLA-Tencor common stock which vest 25% annually beginning November 11, 2017, subject to continued service on each vesting date.
- (3) Does not include performance-based RSUs 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 a Form 4 within two business days of the date such assessment is made.
- (4) Represents the weighted average sales price for the shares. The sales prices ranged from \$75.31 to \$75.42. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khan Ahmad A. C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035			EVP, Patterning Division	

Signatures

Teri Little as Attorney-in-Fact for Ahmad A. Khan

11/14/2016

**Signature of Reporting Person

Date

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.

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.