

KLA TENCOR CORP
Reported by
HIGGINS BREN D.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 08/08/17 for the Period Ending 08/04/17

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

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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)	
Higgins Bren D.		KLA TENCOR CORP [KLAC]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Financial Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE		8/4/2017			
(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	3A. 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	8/4/2017		M		5175 (1)	A	\$0	5175	D	
Common Stock	8/4/2017		F		2371 (2)	D	\$88.83	2804	D	
Common Stock	8/6/2017		M		14569 (3)	A	\$0	17373	D	
Common Stock	8/6/2017		F		6952 (4)	D	\$88.83	10421	D	
Common Stock	8/7/2017		M		2287 (5)	A	\$0	12708	D	
Common Stock	8/7/2017		F		1194 (6)	D	\$92.01	11514	D	
Common Stock	8/7/2017		S		9567 (7)	D	\$89.15	1947	D	
Common Stock - Restricted Stock Units (8)								65801 (9)	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:

- On August 4, 2016, the Reporting Person received a grant of RSUs covering 20,700 shares of KLA-Tencor common stock. On August 4, 2017, the Reporting Person vested in 25% of such RSUs.
- Pursuant to such terms of the August 4, 2016 RSU grant, 2,371 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- On August 6, 2013, August 6, 2013, August 6, 2013 and August 6, 2015, the Reporting Person received a grant of RSUs or PRSUs covering 7,150 (RSU), 7,150 (PRSU), 10,000 (RSU) and 13,250 (RSU) shares of KLA-Tencor common stock, respectively. On August 6, 2017, the Reporting Person vested in 25%, 50%, 50% and 25% of such RSUs and PRSUs, respectively.
- Pursuant to such terms of the August 6, 2013, August 6, 2013, August 6, 2013 and August 6, 2015 grants, 6,952 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- On August 7, 2014, the Reporting Person received a grant of RSUs covering 9,150 shares of KLA-Tencor common stock. On August 7, 2017, the Reporting Person vested in 25% of such RSUs.
- Pursuant to such terms of the August 7, 2014 RSU grant, 1,194 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- This sale was effected pursuant to the terms of a Rule 10b5-1 trading plan adopted by the Reporting Person on May 8, 2017.

- (8) Each restricted stock unit ("RSU") represents a contingent right to receive one share of KLA-Tencor common stock.
- (9) Does not include performance-based RSUs, if any, 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Higgins Bren D. C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035			EVP & Chief Financial Officer	

Signatures

Teri A. Little as Attorney-in-Fact for Bren D. Higgins

8/8/2017

**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.

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