

## **KLA TENCOR CORP**

# Reported by TRAFAS BRIAN M.

#### 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





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

### 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

Common Stock   Strict   Stri	1. Name and Address of Reporting Person *						2. Issuer Name <b>and</b> Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Clast  (First) (Middle)   3. Date of Earliest Transaction (MM/DD/YYYY)   Schier (give tilte below)	T C D : M						KLA TENCOD CODD I KLACI								piicable)			
(Last) (First) (Middle)   S. Dafte of Farriest Transaction (MM-DD/YYYY)   S. Canor Vice President   Noher (specify below)   Senior Vice President   Senior Vice President   Senior Vice President   Noher (specify below)   Senior Vice President   Senior Vice Vice Vice Vice Vice Vice Vice Vice	i raias Brian															10	% Owner	
Senior Vice President   Seni	(Last) (First) (Middle)					3.	3. Date of Earliest Transaction (MM/DD/YYYY)											
A		ENCOD					9/4/2017											
A			NIE.				0/4/201/											
A. If Amendment, Date Original Filed (MM/DD/YYYY)   S. Individual or Joint/Group Filing (Check Applicable Line)   MILPITAS, CA 95035																		
Nature   Common Stock   State   State   Common Stock   State   State   Common Stock   State   State   State   Common Stock   State	TECHNOLO						10.1		. D		1.571	,		6 7 11 11 1	T : ./G	D.11.		
Table   1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   1. Title of Security (Instr. 3)   2. Trans. Date   2. A. Deemed (Instr. 3)   2. Trans. Date   2. A. Deemed (Instr. 3)   3. Trans. Code (Instr. 8)   4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   5. A. Domind (Securities Beneficially Owned (A) or Disposed of (D) (Instr. 3, 4 and 5)   5. A. Deemed (Instr. 3)   5. A. Deemed (Instr. 3)   5. A. Deemed (Instr. 4)   5. A. Deemed (Instr. 4)   5. A. Deemed (Instr. 4)   6. Ownership of Indirect (I) (Instr. 4)   6. Ownership		(Sue	et)			4.	II Am	endme	nt, Date C	rigii	nal File	ed (MM/D	D/YYY	(Y) 6. Individual	or Joint/G	roup Filing (	Check Appl	icable Line)
Table   1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   1. Title of Security (Instr. 3)   2. Trans. Date   2. T	MILPITAS.	CA 9503	5												X Form filed by One Reporting Person			
Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   2. Trans. Date   2.4 Deemed   3. Trans. Code   4. Securities Acquired (A)   6. Securities Beneficially Owned   6. Covership   7. Nature	· ·			n)														
1. Title of Security (Instr. 3)	(0.	,	(2.	P)														
1. Title of Security (Instr. 3)				Table	I - No	n-Dei	rivativ	ve Seci	ırities Ac	auir	ed. Dis	sposed o	f. or	Beneficially Owi	ied			
Execution Date, if any   Expiration Date   E	1.Title of Security			,				,		_	,					ally Owned	6.	7. Nature
Common Stock						Execution		(Instr. 8)					Following Reporte	Following Reported Transaction(s)				
Common Stock   S/4/2017   F   S81   D   S88.83   1649   D   D							Date, II	any			(IIISII. 3	, 4 and 3)		(Ilisti. 3 and 4)			Direct (D)	Ownership
Code   V   Amount   (D)   Price   4   4   4   5												(A) or						(Instr. 4)
Common Stock									Code	V	Amoun		Pric	e				
Common Stock	Common Stock				8/4/20	17			M			A	\$0		3450		D	
Common Stock   8/6/2017   F   4413   D   \$88.83   5692   D   D	Common Stock				8/4/20	017			F			D	\$88.8	3	1649		D	
Common Stock    8/6/2017   M   1837   A   S0   7529   D	Common Stock				8/6/20	)17			M			A	\$0		10105		D	
Common Stock    877/2017   F   959 6   D   892.01   6570   D	Common Stock				8/6/2017							D	\$88.8	5692			D	
Common Stock - Restricted Stock Units (8)  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivate Security (Instr. 3)  Conversion or Exercise Price of Derivative Security Securities Security Securities Security Securities Securities Security Securities Securities Security Securities Securities Securities Securities Securities Security Securities Securities Securities Securities Securities Security Securities Secu	Common Stock				8/7/20	)17			M			A	\$0		7529		D	
Common Stock - Restricted Stock Units (8)  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivate Security (Instr. 3)  Conversion or Exercise Price of Derivative Security Se	Common Stock				8/7/20	17			F		959 (6	D	\$92.0	1	6570		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 Security Security  1. Date  2. Conversion of Exercise Price of Derivative Security Security Security Securities Security Securities Security Securities Securities Security Securities Securitie	Common Stock				8/7/20	017			s			D	\$89.1	5	878		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 Security Security  1. Title of Derivative Securities Date Date Security Following Reported Transaction(s) II. Nature Ownership Seneficially Owned Security Security Security Security Security Security Title Shares	Common Stock - Restricted Stock Units (8)													34043 <sup>(9)</sup>		D		
1. Title of Derivate Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Secur																		
Security (Instr. 3) Date (Instr. 8) Derivative Securities Price of Derivative Security (Instr. 3 and 4) Date Expiration Date Date Expiration Date Expiration Date Expiration Date Securities Underlying Derivative Security (Instr. 5) Derivative Security Security Security (Instr. 5) Derivative Security Security (Instr. 5) Date Expiration Date Securities Underlying Derivative Security (Instr. 5) Derivative Security (Instr. 5) Date Expiration Date Securities Underlying Derivative Security (Instr. 5) Derivative Security (Instr. 5) Date Expiration Date Securities Underlying Derivative Security (Instr. 5) Derivative Security Security (Instr. 4) Date Expiration Date Securities Underlying Derivative Security (Instr. 5) Derivative Security Security (Instr. 5) Date Date Expiration Date Securities Underlying Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security Securities Derivative Security (Instr. 5) Derivative Security Security (Instr. 4) Date Date Date Date Securities Underlying Derivative Security (Instr. 5) Derivative Security Securities Derivative Security (Instr. 5) Derivative Security Securities Derivative Security (Instr. 5) Derivative Security Securities Derivative Security (Instr. 5) Derivative Security Security (Instr. 4) Date Date Date Date Date Date Date Date		Tabl	le II - Deri	ivative	Secur	ities l	Benef	icially	Owned (	e.g.	, puts,	calls, w	arraı	its, options, conv	ertible sec	urities)		
Or Exercise Price of Derivative Security Price of Derivative Security Security Security Price of Derivative Security Sec																		
Derivative Security    Date   Expiration   Title   Amount or Number of   Shares   Transaction(s) (I) (Instr. 4)    Date   Expiration   Title   Amount or Number of   Shares   Transaction(s) (I) (Instr. 4)	(Instr. 3) or Exercise Date, if any				nstr. 8)				Exp	De								
Security  Date Expiration Date Expiration Date Expiration Date Exercisable Date Exercisable Date Date Exercisable Date Exercisable Date Date Date Date Date Date Date Dat				<u> </u>									3 and 4)	(Instr. 5)				
Exercisable Date   Title   Shares   Transaction(s) (I) (Instr.					-		<del>+ -  </del>	шэн. Э,	, and 3)	1						Following	Direct (D)	(111511. 4)
						Code	v	(A)	(D)				Title			Transaction(s)	(I) (Instr.	

#### **Explanation of Responses:**

- (1) On August 4, 2016, the Reporting Person received a grant of RSUs covering 13,800 shares of KLA-Tencor common stock. On August 4, 2017, the Reporting Person vested in 25% of such RSUs.
- (2) Pursuant to such terms of the August 4, 2016 RSU grant, 1,801 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- (3) On 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) and 8,800 (RSU) shares of KLA-Tencor common stock, respectively. On August 6, 2017, the Reporting Person vested in 25% of such RSUs and 50% of the PRSUs.
- (4) Pursuant to such terms of the August 6, 2013, August 6, 2013 and August 6, 2015 grants, 4,413 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required tax withholding.
- (5) On August 7, 2014, the Reporting Person received a grant of RSUs covering 7,350 shares of KLA-Tencor common stock. On August 7, 2017, the Reporting Person vested in 25% of such RSUs.
- (6) Pursuant to such terms of the August 7, 2014 RSU grant, 959 shares of KLA-Tencor common stock were automatically withheld at vesting to cover required

tax withholding.

- (7) This sale was effected pursuant to the terms of a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2016.
- (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							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Trafas Brian M. C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035			Senior Vice President					

#### **Signatures**

/s/ Teri Little as Attorney-in-Fact for Brian M. Trafas

\*\*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.