

**KLA TENCOR CORP**  
Reported by  
**WALLACE RICHARD P**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/03/17 for the Period Ending 02/01/17

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)	
WALLACE RICHARD P		KLA TENCOR CORP [ KLAC ]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE		2/1/2017			
(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	2/1/2017		S		19563 (1)	D	\$85.493 (2)	56382	D	
Common Stock	2/1/2017		S		18980 (1)	D	\$85.441 (3)	37402	D	
Common Stock								9182	I	By Trust (4)
Common Stock - Restricted Stock Units (5)								216804	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				

**Explanation of Responses:**

- (1) Sold under a Rule 10b5-1 sales plan adopted as of December 5, 2016.
- (2) Represents the weighted average sales price for the shares. The sales prices ranged from \$85.43 to \$85.69. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average sales price for the shares. The sales prices ranged from \$85.22 to \$85.82. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (4) Shares held under the Wallace Living Trust u/a/d 03/27/01, as amended, ( a trust of which the Reporting Person is a trustee and beneficiary.
- (5) Each RSU represents a contingent right to receive one share of KLA-Tencor common stock. 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALLACE RICHARD P C/O KLA-TENCOR CORPORATION ONE TECHNOLOGY DRIVE MILPITAS, CA 95035	X		President and CEO	

**Signatures**

**Teri Little as Attorney-in-Fact for Richard P. Wallace**

**2/2/2017**

\*\*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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