

Higgins Bren D.
Form 4
August 08, 2017

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Higgins Bren D.

2. Issuer Name and Ticker or Trading Symbol
KLA TENCOR CORP [KLAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Financial Officer

C/O KLA-TENCOR CORPORATION, ONE TECHNOLOGY DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MILPITAS, CA 95035

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 or (D) Price | | |
| Common Stock | 08/04/2017 | | M | | 5,175 (1) \$ 0 | D | |
| Common Stock | 08/04/2017 | | F | | 2,371 (2) \$ 88.83 | D | |
| Common Stock | 08/06/2017 | | M | | 14,569 (3) \$ 0 | D | |
| Common Stock | 08/06/2017 | | F | | 6,952 (4) \$ 88.83 | D | |
| Common Stock | 08/07/2017 | | M | | 2,287 (5) \$ 0 | D | |

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| | | | | | | | |
|---------------------------------------|------------|---|---------------------|---|----------|-------------------|---|
| Common Stock | 08/07/2017 | F | 1,194 <u>(6)</u> | D | \$ 92.01 | 11,514 | D |
| Common Stock | 08/07/2017 | S | 9,567 <u>(7)</u> | D | \$ 89.15 | 1,947 | D |
| Common Stock - Restricted Stock Units | | | | | | 65,801 <u>(9)</u> | D |

(8)

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

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.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 08/08/2017

 Signature of Reporting Person

 Date

Explanation of Responses:

- * 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).
- (1) 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.
- (2) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
Does not include performance-based RSUs, if any, held by the Reporting Person for which an assessment has not yet been made
- (9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.