

Khan Ahmad A.
Form 4
August 10, 2018

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, 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 *
Khan Ahmad A.

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)
08/08/2018

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/08/2018 | | S | 517 ⁽¹⁾ D | \$ 116 | 13,406 | D |
| Common Stock | 08/08/2018 | | S | 452 ⁽¹⁾ D | \$ 116.011 ⁽²⁾ | 12,954 | D |
| Common Stock | 08/08/2018 | | S | 200 ⁽¹⁾ D | \$ 117.41 | 12,754 | D |
| Common Stock | 08/08/2018 | | S | 217 ⁽¹⁾ D | \$ 116.07 ⁽³⁾ | 12,537 | D |
| | 08/08/2018 | | S | 200 ⁽¹⁾ D | | 12,337 | D |

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| | | | | | | | | |
|--|------------|--|---|------------------|------------|------------|--------------------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 118.022 | | | |
| | | | | | <u>(4)</u> | | | |
| Common Stock | 08/08/2018 | | S | 200 <u>(1)</u> | D | \$ 117.005 | 12,137 | D |
| | | | | | | <u>(5)</u> | | |
| Common Stock | 08/08/2018 | | S | 700 <u>(1)</u> | D | \$ 116.823 | 11,437 | D |
| | | | | | | <u>(6)</u> | | |
| Common Stock | 08/08/2018 | | S | 392 <u>(1)</u> | D | \$ 118.13 | 11,045 | D |
| Common Stock | 08/08/2018 | | S | 200 <u>(1)</u> | D | \$ 117.095 | 10,845 | D |
| | | | | | | <u>(7)</u> | | |
| Common Stock | 08/08/2018 | | S | 1,200 <u>(1)</u> | D | \$ 116.183 | 9,645 | D |
| | | | | | | <u>(8)</u> | | |
| Common Stock - Restricted Stock Units <u>(9)</u> | | | | | | | 63,171 <u>(10)</u> | D |

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.

SEC 1474
(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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | |

Signatures

| | |
|--|------------|
| /s/ Teri Little as Attorney-in-Fact for Ahmad A. Khan | 08/10/2018 |
| **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) This sale was effected pursuant to the terms of a Rule 10b5-1 trading plan adopted by the Reporting Person on May 4, 2018.
 - (2) Represents the weighted average sales price for the shares. The sales prices ranged from \$116.00 to \$116.02. 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 \$116.06 to \$116.07. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
 - (4) Represents the weighted average sales price for the shares. The sales prices ranged from \$118.00 to \$118.04. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
 - (5) Represents the weighted average sales price for the shares. The sales prices ranged from \$117.00 to \$117.01. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
 - (6) Represents the weighted average sales price for the shares. The sales prices ranged from \$116.58 to \$117.20. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
 - (7) Represents the weighted average sales price for the shares. The sales prices ranged from \$117.09 to \$117.15. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
 - (8) Represents the weighted average sales price for the shares. The sales prices ranged from \$116.00 to \$116.41. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
 - (9) 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
 - (10) 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.