

FORM 4  
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)  
Barnholt, Edward W.  
26076 Altadena Dr.

Los Altos, CA 94022

2. Issuer Name and Ticker or Trading Symbol  
KLA-Tencor Corporation (KLAC)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year  
11/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

<TABLE>

<CAPTION>

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

| 1) Title of Security<br>7) Nature of | 2) Trans-<br>action<br>Date<br>(Month/<br>Day/Year) | 3) Trans-<br>action<br>Code<br>Code V | 4) Securities Acquired (A)<br>or Disposed of (D)<br>Amount<br>Price | 5) Amount of<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 6)<br>D<br>or<br>I |
|--------------------------------------|---|---------------------------------------|---|--|--------------------|
| Indirect<br>Beneficial<br>Ownership  |   |                                       |   |  |                    |
| <S><br><C>                           | <C>   | <C>                                   | <C>   | <C><C>   | <C><br><C>         |

<CAPTION>

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

| 1) Title of Derivative<br>Exercisable and<br>Security<br>Date | 2) Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3) Trans-<br>action<br>Date | 4) Trans-<br>action<br>Code<br>Code V | 5) Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D)<br>A<br>D | 6) Date<br>Expiration |
|---|--|-----------------------------|---------------------------------------|--|-----------------------|
| Non-Qualified Stock Option<br>10/25/06<br>(right to buy)      | \$10.6300  |                             |                                       |  |                       |
| Non-Qualified Stock Option<br>09/21/08<br>(right to buy)      | \$11.6600  |                             |                                       |  |                       |
| Non-Qualified Stock Option<br>11/17/08<br>(right to buy)      | \$17.5900  |                             |                                       |  |                       |
| Non-Qualified Stock Option<br>09/20/05<br>(right to buy)      | \$23.2800  |                             |                                       |  |                       |
| Non-Qualified Stock Option<br>11/10/10<br>(right to buy)      | \$26.2500  |                             |                                       |  |                       |
| Non-Qualified Stock Option<br>09/19/07<br>(right to buy)      | \$34.9400  |                             |                                       |  |                       |
| Non-Qualified Stock Option                                    | \$37.0500  | 11/08/02                    | A                                     | 5,000  |                       |

11/08/12  
(right to buy)  
Non-Qualified Stock Option      \$37.0500      11/08/02      A      5,000  
11/08/12  
(right to buy)  
Non-Qualified Stock Option      \$46.2800  
11/16/09  
(right to buy)  
Non-Qualified Stock Option      \$47.2300  
11/09/11  
(right to buy)

<CAPTION>

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

| 1) Title of Derivative<br>11) Nature of Security Indirect<br>Beneficial Ownership | 3) Trans-<br>action<br>Date | 7) Title and Amount<br>of Underlying Securities<br>Title | 8) Price<br>of Deri-<br>vative<br>Security | 9) Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 10)<br>D<br>or<br>I |
|---|-----------------------------|--|--|--|---------------------|
| <S><br><C><br>Non-Qualified Stock Option<br>Direct<br>(right to buy)              | <C>                         | <C><br>Common Stock                                      | <C><br>10,000                              | <C><br>10,000  | <C><br>D            |
| Non-Qualified Stock Option<br>Direct<br>(right to buy)                            |                             | Common Stock   | 5,000                                      | 5,000  | D                   |
| Non-Qualified Stock Option<br>Direct<br>(right to buy)                            |                             | Common Stock   | 5,832                                      | 5,832  | D                   |
| Non-Qualified Stock Option<br>Direct<br>(right to buy)                            |                             | Common Stock   | 10,000                                     | 10,000   | D                   |
| Non-Qualified Stock Option<br>Direct<br>(right to buy)                            |                             | Common Stock   | 10,000                                     | 10,000   | D                   |
| Non-Qualified Stock Option<br>Direct<br>(right to buy)                            |                             | Common Stock   | 5,000                                      | 5,000  | D                   |
| Non-Qualified Stock Option<br>Direct<br>(right to buy)                            | 11/08/02                    | Common Stock   | 5,000                                      |  | D                   |
| Non-Qualified Stock Option<br>Direct<br>(right to buy)                            | 11/08/02                    | Common Stock   | 5,000                                      | 10,000   | D                   |
| Non-Qualified Stock Option<br>Direct<br>(right to buy)                            |                             | Common Stock   | 10,000                                     | 10,000   | D                   |
| Non-Qualified Stock Option<br>Direct<br>(right to buy)                            |                             | Common Stock   | 10,000                                     | 10,000   | D                   |

<FN>  
Explanation of Responses:

</FN>  
</TABLE>  
SIGNATURE OF REPORTING PERSON  
/S/ By: Stuart J. Nichols  
For: Edward W. Barnholt  
DATE 11/11/02