

# 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 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person * WALLACE RICHARD P			2. Issuer Name and Ticker or Trading Symbol KLA TENCOR CORP [KLAC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2003					
C/O KLA-TENCOR CORPORATION, 160 RIO ROBLES			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) SAN JOSE, CA 95130								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	(A) or (D)	Price			
Common Stock	12/03/2003		M		5,041	A	\$ 33.75	7,320	D	
Common Stock	12/03/2003		S		5,041	D	\$ 59.5382	2,279	D	
Common Stock	12/03/2003		M		2,709	A	\$ 44.6875	4,988	D	
Common Stock	12/03/2003		S		2,709	D	\$ 59.5382	2,279	D	
Common Stock	12/03/2003		M		875	A	\$ 26.25	3,154	D	
Common Stock	12/03/2003		S		875	D	\$ 59.5382	2,279	D	
Common Stock	12/03/2003		M		875	A	\$ 32.75	3,154	D	
Common Stock	12/03/2003		S		875	D	\$ 59.5382	2,279	D	
Common Stock	12/03/2003		M		3,000	A	\$ 29.31	5,279	D	
Common Stock	12/03/2003		S		3,000	D	\$ 59.5382	2,279	D	
Common Stock	12/03/2003		M		2,500	A	\$ 37.05	4,779	D	
Common Stock	12/03/2003		S		2,500	D	\$ 59.5382	2,279	D	
Common Stock	12/03/2003		M		5,000	A	\$ 34.67	7,279	D	
Common Stock	12/03/2003		S		5,000	D	\$ 59.5382	2,279	D	

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

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**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 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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

Non-Qualified Stock Option (right to buy)	\$ 26.25	12/03/2003		M		875	11/10/2001	11/10/2010	Common Stock	875	\$ 59.5382	7,000	D
Non-Qualified Stock Option (right to buy)	\$ 29.31	12/03/2003		M		3,000	10/02/2002	10/02/2011	Common Stock	3,000	\$ 59.5382	25,500	D
Non-Qualified Stock Option (right to buy)	\$ 32.75	12/03/2003		M		875	04/04/2002	04/04/2011	Common Stock	875	\$ 59.5382	8,459	D
Non-Qualified Stock Option (right to buy)	\$ 33.75	12/03/2003		M		5,041	10/27/2000	10/27/2009	Common Stock	5,041	\$ 59.5382	0	D
Non-Qualified Stock Option (right to buy)	\$ 34.67	12/03/2003		M		5,000	11/08/2003	01/28/2013	Common Stock	5,000	\$ 59.5382	20,000	D
Non-Qualified Stock Option (right to buy)	\$ 37.05	12/03/2003		M		2,500	11/08/2003	11/08/2012	Common Stock	2,500	\$ 59.5382	10,000	D
Non-Qualified Stock Option (right to buy)	\$ 44.6875	12/03/2003		M		2,709	08/13/2001	08/13/2010	Common Stock	2,709	\$ 59.5382	19,169	D
Non-Qualified Stock Option (right to buy)	\$ 40.14						05/22/2004	05/22/2013	Common Stock	1,000		1,000	D
Non-Qualified Stock Option (right to buy)	\$ 51.229						11/08/2003	07/30/2013	Common Stock	12,500		12,500	D
Non-Qualified Stock Option (right to buy)	\$ 53.86						10/27/2004	10/27/2013	Common Stock	30,000		30,000	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WALLACE RICHARD P C/O KLA-TENCOR CORPORATION 160 RIO ROBLES SAN JOSE, CA 95130			Executive Vice President	
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**Signatures**

By: Stuart J. Nichols For: Richard P. Wallace		12/03/2003
<small>**Signature of Reporting Person</small>		<small>Date</small>

**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).

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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