

KLA TENCOR CORP  
Form 8-K  
September 29, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): September 29, 2005**

**KLA-TENCOR CORPORATION**  
(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**000-09992**  
(Commission File Number)

**04-2564110**  
(IRS Employer  
Identification No.)

**160 Rio Robles  
San Jose, California 95134**  
(Address of principal executive offices, including zip code)

**(408) 875-3000**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

Attached is the form of Option Grant Notification used by KLA-Tencor Corporation for grants made under the 2004 Equity Incentive Plan.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
<b>10.01</b>	Option Grant Notification Form

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**KLA-TENCOR CORPORATION**

By: /s/ John H. Kispert

**JOHN H. KISPERT**

**EXECUTIVE VICE PRESIDENT**

**AND CHIEF FINANCIAL OFFICER**

Date: **September 29, 2005**

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