

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended: December 31, 1994

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 0-9992

KLA INSTRUMENTS CORPORATION  
(Exact name of registrant as specified in its charter)

<TABLE>

<S>

DELAWARE

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(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

</TABLE>

<C>

04-2564110

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(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

160 Rio Robles  
San Jose, California  
(Address of principal executive offices)

95134  
(Zip Code)

Registrant's telephone number, including area code: (408) 434-4200

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Common shares outstanding at December 31, 1994: 23,224,000

THIS AMENDMENT 10-Q/A CONTAINS 4 PAGES  
FORM 10-Q/A AMENDMENT

The registrant hereby amends Part II Item 4 Submission of Matters to a Vote of Security holders by filing herewith Item 4 Submission of Matters to a Vote of Security Holders.

SIGNATURES

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

KLA INSTRUMENTS CORPORATION

By: /s/ William Turner

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William Turner  
Vice President/Corporate Controller

Date: February 15, 1995

ITEM 4

SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

An annual meeting of the stockholders was held on November 16, 1994 at the

Company's San Jose headquarters.

At the meeting Mr. Leo Chamberlain and Mr. Dag Tellefsen were elected directors of the Company. Mr. Kenneth Levy, Mr. Robert Lorenzini, Mr. Samuel Rubinovitz, Dr. Yoshio Nishi, and Mr. Kenneth Schroeder continued in the office as directors after the meeting.

At the meeting four items were put to a vote of stockholders:

1. Election of two directors
2. Approval of an amendment to the 1981 Employee Stock Purchase Plan to increase the number of shares reserved for issuance under the Purchase Plan by 300,000 shares.
3. Approval of an amendment to the 1982 Stock Option Plan to increase the number of shares reserved for issuance by 1,600,000 shares and to implement a per optionee share limitation.
4. Ratification of the appointment of Price Waterhouse as the independent accountants of the Company for the fiscal year ending June 30, 1995.

The voting results were:

<TABLE>

<CAPTION>

Item	For	Against	Withheld	Abstain	No Vote
- - - - -	---	-----	-----	-----	-----
<S> <C>	<C>	<C>	<C>	<C>	<C>
1. Directors					
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Mr. Chamberlain	19,838,660	0	24,503		
Mr. Tellefsen	18,070,362	0	1,792,801		
2.	17,040,867	532,920		32,141	2,257,235
3.	12,993,823	4,529,327		36,762	2,303,251
4.	19,830,633	6,501		26,029	

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