

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON DC 20549

FORM 10-Q/A

AMENDMENT NO. 1

TO

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 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)

Delaware 04-2564110
(State of incorporation) (IRS Employer Identification Number)

160 Rio Robles
San Jose, California 95134
(408) 434-4200

(Address and telephone number of principal executive offices)

Indicate by check mark whether registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange 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

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:
Common Stock, \$0.001 par value
Common Stock Purchase Rights

Common shares outstanding at September 30, 1994: 23,054,000

THIS AMENDMENT 10-Q/A CONTAINS 4 PAGES.

FORM 10-Q/A AMENDMENT

The registrant hereby amends Part II Item 6 EXHIBITS AND REPORTS ON
FORM 8-K, by filing herewith Exhibit 27, 1995 First Quarter Financial Data
Schedule.

2
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

William Turner
Vice President/Corporate Controller

Date: December 15, 1994

<TABLE> <S> <C>

<ARTICLE> 5

<LEGEND>

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED STATEMENT OF OPERATIONS, THE CONSOLIDATED BALANCE SHEET AND THE ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

</LEGEND>

<S>	<C>	<C>
<MULTIPLIER>	1000	
<PERIOD-TYPE>	QTR-1	3-MOS
<FISCAL-YEAR-END>	JUN-30-1995	JUN-30-1995
<PERIOD-START>	JUL-01-1994	JUL-01-1994
<PERIOD-END>	SEP-30-1994	SEP-30-1994
<CASH>	144,073	144,073
<SECURITIES>	0	0
<RECEIVABLES>	85,793	85,793
<ALLOWANCES>	1,787	1,787
<INVENTORY>	59,955	59,955
<CURRENT-ASSETS>	300,252	300,252
<PP&E>	76,792	76,792
<DEPRECIATION>	38,526	38,526
<TOTAL-ASSETS>	344,619	344,619
<CURRENT-LIABILITIES>	94,054	94,054
<BONDS>	0	0
<COMMON>	23	23
<PREFERRED-MANDATORY>	0	0
<PREFERRED>	0	0
<OTHER-SE>	241,936	241,936
<TOTAL-LIABILITY-AND-EQUITY>	344,619	344,619
<SALES>	83,179	83,179
<TOTAL-REVENUES>	83,179	83,179
<CGS>	40,602	40,602
<TOTAL-COSTS>	65,234	65,234
<OTHER-EXPENSES>	0	0
<LOSS-PROVISION>	0	0
<INTEREST-EXPENSE>	474	474
<INCOME-PRETAX>	18,968	18,968
<INCOME-TAX>	6,070	6,070
<INCOME-CONTINUING>	12,898	12,898
<DISCONTINUED>	0	0
<EXTRAORDINARY>	0	0
<CHANGES>	0	0
<NET-INCOME>	12,898	12,898
<EPS-PRIMARY>	.54	.54
<EPS-DILUTED>	.54	.54

</TABLE>