

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-C

REPORT BY ISSUER OF SECURITIES QUOTED ON NASDAQ
INTERDEALER QUOTATION SYSTEM

Filed pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934 and Rule 13a-17
or 15d-17 thereunder

KLA Instruments Corporation

(EXACT NAME OF ISSUER AS SPECIFIED IN CHARTER)

160 Rio Robles, San Jose, CA 95161-9055

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

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

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of five percent or more in the
number of shares outstanding:

1. Title of security Common Stock
2. Number of shares outstanding before the change 20,002,013
3. Number of shares outstanding after the change 22,302,013
4. Effective date of change January 26, 1994
5. Method of change: Specify method (such as merger, acquisition,
exchange, distribution, stock split, reverse split, acquisition of stock
for treasury, etc.) Public Offering

Give brief description of transaction On January 26, 1994, KLA Instruments
Corporation ("KLA") commenced an underwritten public offering of its Common
Stock. Pursuant to the offering, KLA issued an aggregate of 2,300,000 shares of
Common Stock.

Date: February 1, 1994

/s/ Paul E. Kreutz

Paul E. Kreutz, Secretary