

AUGUST TECHNOLOGY CORP

Form 4

February 17, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROOKS D MAYSON

(Last) (First) (Middle)

4900 WEST 78TH STREET

(Street)

BLOOMINGTON, MN 55435

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**AUGUST TECHNOLOGY CORP
[AUGT]**

3. Date of Earliest Transaction
(Month/Day/Year)

02/15/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, Global Sales & Field Ops

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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)
Common Stock	02/15/2006		D	3,477 D	1 0	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.37	02/15/2006		D	16,700	<u>(2)</u>	07/06/2006	Common Stock	16,700
Stock Option (right to buy)	\$ 10.44	02/15/2006		D	2,250	<u>(3)</u>	05/01/2007	Common Stock	2,250
Stock Option (right to buy)	\$ 13.25	02/15/2006		D	3,000	<u>(4)</u>	08/04/2007	Common Stock	3,000
Stock Option (right to buy)	\$ 10.563	02/15/2006		D	3,000	<u>(5)</u>	12/15/2007	Common Stock	3,000
Stock Option (right to buy)	\$ 12.375	02/15/2006		D	16,044	<u>(6)</u>	08/28/2007	Common Stock	16,044
Stock Option (right to buy)	\$ 12.375	02/15/2006		D	5,956	<u>(7)</u>	08/28/2007	Common Stock	5,956
Stock Option (right to buy)	\$ 13.375	02/15/2006		D	2,000	<u>(8)</u>	01/05/2008	Common Stock	2,000
Stock Option (right to buy)	\$ 10.5	02/15/2006		D	3,000	<u>(9)</u>	04/06/2008	Common Stock	3,000
Stock Option (right to buy)	\$ 13.24	02/15/2006		D	5,000	<u>(10)</u>	07/12/2008	Common Stock	5,000

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Stock Option (right to buy)	\$ 13.24	02/15/2006	D	7,500	<u>(11)</u>	07/12/2008	Common Stock	7,500
Stock Option (right to buy)	\$ 10.05	02/15/2006	D	4,500	<u>(12)</u>	12/07/2008	Common Stock	4,500
Stock Option (right to buy)	\$ 14.24	02/15/2006	D	7,500	<u>(13)</u>	04/05/2009	Common Stock	7,500
Stock Option (right to buy)	\$ 4.7	02/15/2006	D	7,000	<u>(14)</u>	07/18/2009	Common Stock	7,000
Stock Option (right to buy)	\$ 4.75	02/15/2006	D	3,000	<u>(15)</u>	10/25/2009	Common Stock	3,000
Stock Option (right to buy)	\$ 4.3	02/15/2006	D	12,000	<u>(16)</u>	12/19/2009	Common Stock	12,000
Stock Option (right to buy)	\$ 18.45	02/15/2006	D	6,251	<u>(17)</u>	02/06/2014	Common Stock	6,251
Stock Option (right to buy)	\$ 13.1	02/15/2006	D	1,924	<u>(18)</u>	04/30/2014	Common Stock	1,924
Stock Option (right to buy)	\$ 10.36	02/15/2006	D	2,432	<u>(19)</u>	07/30/2014	Common Stock	2,432
Stock Option (right to buy)	\$ 7.62	02/15/2006	D	1,749	<u>(20)</u>	10/22/2014	Common Stock	1,749
Stock Option (right to buy)	\$ 10.38	02/15/2006	D	10,000	<u>(21)</u>	12/30/2014	Common Stock	10,000
	\$ 12.1	02/15/2006	D	2,526	<u>(22)</u>	03/07/2015		2,526

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 12.74	02/15/2006	D	495	<u>(23)</u>	07/21/2015	Common Stock	495	
Stock Option (right to buy)	\$ 11.29	02/15/2006	D	17,727	<u>(24)</u>	01/25/2016	Common Stock	1,727	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKS D MAYSON 4900 WEST 78TH STREET BLOOMINGTON, MN 55435			VP, Global Sales & Field Ops	

Signatures

/s/ Robert K. Ranum as Agent for D. Mayson Brooks pursuant to Power of Attorney
previously filed

02/16/2006

__Signature of Reporting Person

Date

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).

- The shares were disposed of pursuant to a merger agreement by and among the Issuer, Rudolph Technologies, Inc. ("Rudolph") and NS Merger Sub, Inc., a wholly-owned subsidiary of Rudolph (the "Merger"), in exchange for (i) up to 2,651 shares of Rudolph common stock have a market value of \$17.92 per share on the effective date of the Merger, representing 0.7625 shares of Rudolph common stock per share of the Issuer's stock, or (ii) a cash payment of up to \$27,835.50, representing \$10.50 per share of the Issuer's stock, or (iii) a combination of shares and cash in amounts determined according to the election of the reporting person, if any, and the proration and allocation procedures set forth in the merger agreement; the determination of the allocation of shares and cash will be made on or about February 22, 2006.
- (1) per share of the Issuer's stock, or (ii) a cash payment of up to \$27,835.50, representing \$10.50 per share of the Issuer's stock, or (iii) a combination of shares and cash in amounts determined according to the election of the reporting person, if any, and the proration and allocation procedures set forth in the merger agreement; the determination of the allocation of shares and cash will be made on or about February 22, 2006.
 - (2) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 12,733 shares of Rudolph common stock for \$3.11 per share.
 - (3) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 1,715 shares of Rudolph common stock for \$13.70 per share.
 - (4) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 2,287 shares of Rudolph common stock for \$17.38 per share.
 - (5) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 2,287 shares of Rudolph common stock for \$13.86 per share.
 - (6) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 12,233 shares of Rudolph common stock for \$16.23 per share.
 - (7)

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The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 4,541 shares of Rudolph common stock for \$16.23 per share.

- (8) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 1,525 shares of Rudolph common stock for \$17.55 per share.
- (9) The option, which provided for vesting in annual increments of 20% of the shares beginning April 6, 2002, was assumed by Rudolph in the Merger and replaced with a fully vested option to purchase 2,287 shares of Rudolph common stock for \$13.78 per share.
- (10) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 3,812 shares of Rudolph common stock for \$17.37 per share.
- (11) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 5,718 shares of Rudolph common stock for \$17.37 per share.
- (12) The option, which provided for vesting in annual increments of 20% of the shares beginning December 7, 2002, was assumed by Rudolph in the Merger and replaced with a fully vested option to purchase 3,431 shares of Rudolph common stock for \$13.19 per share.
- (13) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 5,718 shares of Rudolph common stock for \$18.68 per share.
- (14) The option, which provided for vesting in annual increments of 20% of the shares beginning July 18, 2002, was assumed by Rudolph in the Merger and replaced with a fully vested option to purchase 5,337 shares of Rudolph common stock for \$6.17 per share.
- (15) The option, which provided for vesting in annual increments of 20% of the shares beginning October 25, 2002, was assumed by Rudolph in the Merger and replaced with a fully vested option to purchase 2,287 shares of Rudolph common stock for \$6.23 per share.
- (16) The option, which provided for vesting in annual increments of 25% of the shares beginning December 19, 2002, was assumed by Rudolph in the Merger and replaced with a fully vested option to purchase 9,150 shares of Rudolph common stock for \$5.64 per share.
- (17) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 4,766 shares of Rudolph common stock for \$24.20 per share.
- (18) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 1,467 shares of Rudolph common stock for \$17.19 per share.
- (19) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 1,854 shares of Rudolph common stock for \$13.59 per share.
- (20) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 1,333 shares of Rudolph common stock for \$10.00 per share.
- (21) The option, which provided for vesting of 34% of the shares on December 30, 2004 and 33% on December 30, 2005 and 2006, was assumed by Rudolph in the Merger and replaced with an option to purchase 7,625 shares of Rudolph common stock for \$13.62 per share with the same vesting terms.
- (22) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 1,926 shares of Rudolph common stock for \$15.87 per share.
- (23) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 377 shares of Rudolph common stock for \$16.71 per share.
- (24) The option, which provided for vesting in annual increments of 20% of the shares beginning January 25, 2006, was assumed by Rudolph in the Merger and replaced with an option to purchase 13,506 shares of Rudolph common stock for \$14.81 per share with the same vesting terms.

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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