

AUGUST TECHNOLOGY CORP

Form 4

February 17, 2006

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

OMB APPROVAL

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 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

(Print or Type Responses)

 1. Name and Address of Reporting Person *
PIEKOS STANLEY D

 2. Issuer Name **and** Ticker or Trading
 Symbol
AUGUST TECHNOLOGY CORP
[AUGT]

 5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

 (Last) (First) (Middle)
4900 WEST 78TH STREET
 (Street)

 3. Date of Earliest Transaction
 (Month/Day/Year)
02/15/2006

 _____ Director _____ 10% Owner
☒ Officer (give title below) _____ Other (specify below)
Chief Financial Officer
BLOOMINGTON, MN 55435

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

(City) (State) (Zip)

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	45,870	D	0	D

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

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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)	\$ 4.36	02/15/2006		D	68,805	<u>(2)</u>	04/07/2010	Common Stock	68,805
Stock Option (right to buy)	\$ 4.36	02/15/2006		D	325	<u>(3)</u>	04/07/2010	Common Stock	325
Stock Option (right to buy)	\$ 18.5	02/15/2006		D	10,000	<u>(4)</u>	10/24/2010	Common Stock	10,000
Stock Option (right to buy)	\$ 18.45	02/15/2006		D	5,632	<u>(5)</u>	02/06/2014	Common Stock	5,632
Stock Option (right to buy)	\$ 10.36	02/15/2006		D	10,000	<u>(6)</u>	07/30/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 10.38	02/15/2006		D	35,000	<u>(7)</u>	12/30/2014	Common Stock	35,000
Stock Option (right to buy)	\$ 12.1	02/15/2006		D	4,932	<u>(8)</u>	03/07/2015	Common Stock	4,932
Stock Option (right to buy)	\$ 12.74	02/15/2006		D	1,013	<u>(9)</u>	07/21/2015	Common Stock	1,013
Stock Option (right to buy)	\$ 11.29	02/15/2006		D	17,612	<u>(10)</u>	01/25/2016	Common Stock	17,612

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PIEKOS STANLEY D 4900 WEST 78TH STREET BLOOMINGTON, MN 55435	Chief Financial Officer

Signatures

/s/ Robert K. Ranum as Agent for Stanley D. Piekos 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 34,975 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
- (1) per share of the Issuer's stock, or (ii) a cash payment of up to \$481,635, 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 provided for vesting in annual increments of 20% of the shares beginning April 7, 2004, was assumed by Rudolph in the Merger and replaced with a fully vested option to purchase 52,463 shares of Rudolph common stock for \$5.72 per share.
 - (3) The option, which provided for vesting in annual increments of 20% of the shares beginning April 7, 2004, was assumed by Rudolph in the Merger and replaced with a fully vested option to purchase 247 shares of Rudolph common stock for \$5.72 per share.
 - (4) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 7,625 shares of Rudolph common stock for \$24.27 per share.
 - (5) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 4,294 shares of Rudolph common stock for \$24.20 per share.
 - (6) The option, which provided for vesting in annual increments of 20% of the shares beginning July 30, 2004, was assumed by Rudolph in the Merger and replaced with an option to purchase 7,625 shares of Rudolph common stock for \$13.59 per share with the same vesting terms.
 - (7) 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 26,687 shares of Rudolph common stock for \$13.62 per share with the same vesting terms.
 - (8) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 3,760 shares of Rudolph common stock for \$15.87 per share.
 - (9) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 772 shares of Rudolph common stock for \$16.71 per share.
 - (10) 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 13,429 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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