

ASTEC INDUSTRIES INC
Form 4
August 14, 2007

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 *
SMITH W NORMAN

(Last) (First) (Middle)
7013 SNOW HILL RD
(Street)

CHATTANOOGA, TN 37363

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASTEC INDUSTRIES INC [ASTE]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Group VP-Asphalt

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 49,614 | I | W.N. Smith Living Trust |
| Common Stock | 08/14/2007 | | M | 5,754 A \$ 17.375 | 8,854 | D | |
| Common Stock | 08/14/2007 | | M | 3,379 A \$ 29.594 | 12,233 | D | |
| Common Stock | 08/14/2007 | | M | 3,921 A \$ 25.5 | 16,154 | D | |
| | 08/14/2007 | | M | 7,710 A | 23,864 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------|--------|------------------------------|
| Common Stock | | | | | | \$ 12.969 | | |
| Common Stock | 08/14/2007 | | M | 6,896 | A | \$ 14.5 | 30,760 | D |
| Common Stock | 08/14/2007 | | M | 5,146 | A | \$ 19.43 | 35,906 | D |
| Common Stock | | | | | | | 40,000 | I |
| | | | | | | | | Merle Smith Rev Living Trust |

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

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(9-02)

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

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Phantom Stock | (1) | | | | | (1) (1) | Common Stock 14,256.3 |
| Stock Options | \$ 17.375 | 08/14/2007 | | M | 5,754 | 06/25/1999 06/25/2008 | Common Stock 5,754 |
| Stock Options | \$ 29.594 | 08/14/2007 | | M | 3,379 | 03/08/2000 03/08/2009 | Common Stock 3,379 |
| Stock Option | \$ 25.5 | 08/14/2007 | | M | 3,921 | 03/05/2001 03/05/2010 | Common Stock 3,921 |
| Stock Options | \$ 12.969 | 08/14/2007 | | M | 7,710 | 01/01/2002 01/01/2011 | Common Stock 7,710 |
| Stock Options | \$ 14.5 | 08/14/2007 | | M | 6,896 | 01/01/2003 01/01/2012 | Common Stock 6,896 |
| Common Stock | \$ 19.43 | 08/14/2007 | | M | 5,146 | 03/03/2006 03/03/2015 | Common Stock 5,146 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH W NORMAN 7013 SNOW HILL RD CHATTANOOGA, TN 37363 | X | | Group VP-Asphalt | |

Signatures

Robert Taylor, attorney in fact for W. Norman Smith
08/14/2007

__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).

(1) Phantom shares are held in a SERP and are payable in cash following the reporting person's termination of employment from Astec.

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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