

BROOKS D MAYSON
 Form 4
 January 27, 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 *
BROOKS D MAYSON

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)
01/25/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Global Sales & Field Ops

BLOOMINGTON, MN 55435
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock				V	3,477	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.37					(1)	07/06/2006	Common Stock	16,700
Stock Option (right to buy)	\$ 10.44					(2)	05/01/2007	Common Stock	2,250
Stock Option (right to buy)	\$ 13.25					12/21/2004	08/04/2007	Common Stock	3,000
Stock Option (right to buy)	\$ 10.563					(3)	12/15/2007	Common Stock	3,000
Stock Option (right to buy)	\$ 12.375					12/21/2004	08/28/2007	Common Stock	16,044
Stock Option (right to buy)	\$ 12.375					12/21/2004	08/28/2007	Common Stock	5,956
Stock Option (right to buy)	\$ 13.375					12/21/2004	01/05/2008	Common Stock	2,000
Stock Option (right to buy)	\$ 10.5					(4)	04/06/2008	Common Stock	3,000
Stock Option (right to buy)	\$ 13.24					12/21/2004	07/12/2008	Common Stock	5,000

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Stock Option (right to buy)	\$ 13.24	12/21/2004	07/12/2008	Common Stock	7,500
Stock Option (right to buy)	\$ 10.05	<u>(5)</u>	12/07/2008	Common Stock	4,500
Stock Option (right to buy)	\$ 14.24	12/21/2004	04/05/2009	Common Stock	7,500
Stock Option (right to buy)	\$ 4.7	<u>(6)</u>	07/18/2009	Common Stock	7,000
Stock Option (right to buy)	\$ 4.75	<u>(7)</u>	10/25/2009	Common Stock	3,000
Stock Option (right to buy)	\$ 4.3	<u>(8)</u>	12/19/2009	Common Stock	12,000
Stock Option (right to buy)	\$ 18.45	02/06/2004	02/06/2014	Common Stock	6,251
Stock Option (right to buy)	\$ 13.1	04/30/2004	04/30/2014	Common Stock	1,924
Stock Option (right to buy)	\$ 10.36	07/30/2004	07/30/2014	Common Stock	2,432
Stock Option (right to buy)	\$ 7.62	02/19/2005	10/22/2014	Common Stock	1,749
Stock Option (right to buy)	\$ 10.38	<u>(9)</u>	12/30/2014	Common Stock	10,000
	\$ 12.1	03/07/2005	03/07/2015		2,526

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 12.74				07/21/2005	07/21/2015		Common Stock	495
Stock Option (right to buy)	\$ 11.29	01/25/2022		A	17,727	<u>(10)</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 01/26/2006

__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).
- (1) Original option (82,500 shares) exercisable in five annual increments of 16,500 shares beginning on July 6, 2000.
- (2) Original option (3,750 shares) exercisable in five annual increments of 750 shares beginning May 1, 2001.
- (3) Original option (3,750 shares) exercisable in five annual increments of 750 shares beginning on December 15, 2001.
- (4) Original option (5,000 shares) exercisable in five annual increments of 1,000 shares beginning on April 6, 2002.
- (5) Original option (7,500 shares) exercisable in five annual increments of 1,500 shares beginning on December 7, 2002.
- (6) Original option (10,000 shares) exercisable in five annual increments of 2,000 shares beginning on July 18, 2002.
- (7) Original option (5,000 shares) exercisable in five annual increments of 1,000 shares beginning on October 25, 2002.
- (8) Original option (24,000 shares) exercisable in four annual increments of 6,000 shares beginning on December 19, 2002.
- (9) Original option (10,000 shares) exercisable: 3,400 shares on December 30, 2004 and 3,300 shares on December 30, 2005 and December 30, 2006.
- (10) Original option (17,727 shares) exercisable: 3,546 shares on January 25, 2006 and 2007 and 3,545 shares on January 25, 2008, 2009 and 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.