

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 *
 JOHNSON ARDELLE R

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)
 VP, Strategic Marketing

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)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.76	02/15/2006	D		45,000		<u>(1)</u>	08/18/2010	Common Stock	45,000
Stock Option (right to buy)	\$ 18.45	02/15/2006	D		171		<u>(2)</u>	02/06/2014	Common Stock	171
Stock Option (right to buy)	\$ 18.45	02/15/2006	D		2,844		<u>(3)</u>	02/06/2014	Common Stock	2,844
Stock Option (right to buy)	\$ 10.36	02/15/2006	D		2,500		<u>(4)</u>	07/30/2014	Common Stock	2,500
Stock Option (right to buy)	\$ 7.62	02/15/2006	D		414		<u>(5)</u>	10/22/2014	Common Stock	414
Stock Option (right to buy)	\$ 7.62	02/15/2006	D		794		<u>(6)</u>	10/22/2014	Common Stock	794
Stock Option (right to buy)	\$ 10.38	02/15/2006	D		10,000		<u>(7)</u>	12/30/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 12.1	02/15/2006	D		6,259		<u>(8)</u>	03/07/2015	Common Stock	6,259
Stock Option (right to buy)	\$ 12.74	02/15/2006	D		377		<u>(9)</u>	07/21/2015	Common Stock	377
Stock Option	\$ 11.29	02/15/2006	D		13,461		<u>(10)</u>	01/25/2016	Common Stock	13,461

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JOHNSON ARDELLE R 4900 WEST 78TH STREET BLOOMINGTON, MN 55435	VP, Strategic Marketing

Signatures

/s/ Robert K. Ranum as Attorney in Fact for Ardelle R. Johnson 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).
 - (1) 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"), the option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 34,312 shares of Rudolph common stock for \$14.12 per share.
 - (2) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 130 shares of Rudolph common stock for \$24.20 per share.
 - (3) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 2,168 shares of Rudolph common stock for \$24.20 per share.
 - (4) 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 1,906 shares of Rudolph common stock for \$13.59 per share with the same vesting terms.
 - (5) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 315 shares of Rudolph common stock for \$10.00 per share.
 - (6) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 605 shares of Rudolph common stock for \$10.00 per share.
 - (7) The option, which provided for vesting 34% of the shares on December 30, 2005 and 33% on December 30, 2006 and 2007, 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.
 - (8) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 4,772 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 287 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 10,263 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. 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.