

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 *
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)
02/15/2006

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/15/2006 | | D | | 3,477 | D | 0 |

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 number.

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. Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|--------------|----------------------------|
| | | | | 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).
- (1) 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.
 - (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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