

RUDOLPH TECHNOLOGIES INC

Form 4

May 11, 2017

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH STEVEN R

(Last) (First) (Middle)

C/O RUDOLPH TECHNOLOGIES,
INC., 16 JONSPIN ROAD

(Street)

WILMINGTON, MA 01887

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RUDOLPH TECHNOLOGIES INC
[RTEC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
			Code	V	(A) or (D) Amount Price		
Common Stock	05/09/2017		M		56,000 A \$ 6.8	143,324	D
Common Stock	05/09/2017		F		27,978 ⁽¹⁾ D \$ 24.15	115,346	D
Common Stock	05/09/2017		S		10,000 D \$ 24.12	105,346	D
Common Stock	05/10/2017		S		10,000 D \$ 24.65	95,346	D
Common Stock	05/11/2017		S		8,000 D \$ 24.26	87,346	D

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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 Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6.8	05/09/2017		M	56,000	08/20/2010 ⁽²⁾ 08/20/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROTH STEVEN R
C/O RUDOLPH TECHNOLOGIES, INC.
16 JONSPIN ROAD
WILMINGTON, MA 01887

Senior Vice President & CFO

Signatures

Steven R. Roth 05/11/2017

**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) Represents shares withheld by Issuer to satisfy obligations to exercise stock options in connection with the stock option grants previously received by the Reporting Person.

(2) 20% of the shares of Common Stock subject to the Option becomes exercisable each year on the grant date.

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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