

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 *
 Nelson Jeffrey T

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, Manufacturing

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial 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.

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)

| 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) | \$ 7.62 | 02/15/2006 | | D | | | 45,000 | | (1) | 10/22/2014 | Common Stock | 45,000 |
| Stock Option (right to buy) | \$ 12.1 | 02/15/2006 | | D | | | 703 | | (2) | 03/07/2015 | Common Stock | 703 |
| Stock Option (right to buy) | \$ 12.74 | 02/15/2006 | | D | | | 777 | | (3) | 07/21/2015 | Common Stock | 777 |
| Stock Option (right to buy) | \$ 11.29 | 02/15/2006 | | D | | | 13,517 | | (4) | 01/25/2016 | Common Stock | 13,517 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nelson Jeffrey T 4900 WEST 78TH STREET BLOOMINGTON, MN 55435 | | | VP, Manufacturing | |

Signatures

/s/ Robert K. Ranum as Attorney-in-Fact for Jeffrey T. Nelson 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 provided for vesting in annual increments of 20% of the shares beginning October 22, 2005, was assumed by Rudolph in the Merger and replaced with an option to purchase 34,312 shares of Rudolph common stock for \$10.00 per share with the same vesting terms.
- (2) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 536 shares of Rudolph common stock for \$15.87 per share.

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- (3) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 592 shares of Rudolph common stock for \$16.71 per share.

- The option, which provided for vesting in annual increments of 20% of the shares beginning January 25, 2006, was assumed by Rudolph
- (4) in the Merger and replaced with an option to purchase 10,306 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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