

ODELL JEFFREY L
Form SC 13G/A
January 31, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

AUGUST TECHNOLOGY CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

05106U 10 5

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 05106U 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Jeffrey L. O Dell
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
U.S.A.
- | | | |
|---|----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 1,102,949 (includes 5,000 shares which may be purchased upon exercise of currently exercisable options) |
| | 6. | Shared Voting Power 0 |
| | 7. | Sole Dispositive Power 1,102,949 (includes 5,000 shares which may be purchased upon exercise of currently exercisable options) |
| | 8. | Shared Dispositive Power 0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,102,949 (includes 5,000 shares which may be purchased upon exercise of currently exercisable options)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
6.0%
12. Type of Reporting Person (See Instructions)
IN

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Answer every item. If an item is inapplicable or the answer is in the negative, so state.

Item 1.

- (a) Name of Issuer
August Technology Corporation
- (b) Address of Issuer's Principal Executive Offices
4900 West 78th Street

Bloomington, MN 55435

Item 2.

- (a) Name of Person Filing
See Cover Page Item 1
- (b) Address of Principal Business Office or, if none, Residence
4900 West 78th Street

Bloomington, MN 55435
- (c) Citizenship
See Cover Page Item 4
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
See Cover Page

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership
See Cover Page Items 5 through 11

Item 5. Ownership of Five Percent or Less of a Class
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
Not applicable

Item 8. Identification and Classification of Members of the Group
Not applicable

Item 9. Notice of Dissolution of Group
Not applicable

Item 10. Certification
Not applicable

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 26, 2006
Date

/s/ Jeffrey L. O Dell
Signature

Jeffrey L. O Dell
Name/Title