

ASTEC INDUSTRIES INC  
Form 4  
November 20, 2013

**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 \*  
FRIERSON DANIEL K

(Last) (First) (Middle)  
104 NOWLIN LANE, SUITE 101  
(Street)  
CHATTANOOGA, TN 37421  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ASTEC INDUSTRIES INC [ASTE]

3. Date of Earliest Transaction (Month/Day/Year)  
11/19/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    |                                      |                                                    |                                |                                                                   | 3,918 <sup>(1)</sup>                                                                          | D                                                        |                                                       |
| Common Stock                    | 11/19/2013                           |                                                    | M                              | 630 A                                                             | \$ 17.75 6,567                                                                                | D                                                        |                                                       |
| Common Stock                    | 11/19/2013                           |                                                    | M                              | 657 A                                                             | \$ 17.03 7,224                                                                                | D                                                        |                                                       |
| Common Stock                    | 11/19/2013                           |                                                    | S                              | 1,287 D                                                           | \$ 33,4492 5,937                                                                              | D                                                        |                                                       |

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Amount of Underlying Securities (Instr. 3 and 4) | 8. P... Der... Sec... (Ins... |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                         | Amount or Number of Shares |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Code                                                     | V                                                             | (A)                           | (D)                        |
| Stock Options                              | \$ 17.75                                               | 11/19/2013                           |                                                    | M                              | 670                                                                                     | 04/28/2004                                               | 04/28/2014                                                    | Common Stock                  | 630                        |
| Stock Options                              | \$ 17.03                                               | 11/19/2013                           |                                                    | M                              | 657                                                                                     | 08/02/2004                                               | 08/01/2014                                                    | Common Stock                  | 657                        |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |         |       |
|----------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                            | Director      | 10% Owner | Officer | Other |
| FRIERSON DANIEL K<br>104 NOWLIN LANE<br>SUITE 101<br>CHATTANOOGA, TN 37421 | X             |           |         |       |

## Signatures

Robert Taylor, attorney in fact for Daniel K. Frierson  
 11/20/2013  
 \*\*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).

The securities consist of deferred stock units (DSU's) acquired under the issuer's 1998 Non-Employee Directors Incentive Plan. The (1) DSU's convert on a one-for-one basis into shares of the issuer's common stock subsequent to the reporting person's termination of services as a director.

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.