

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 *
GOWER ROGER E

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)
2340 W. COUNTY RD. C
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2006

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

ST. PAUL, MN 55113
 (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 (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. Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------------------------|

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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) | \$ 2.37 | 02/15/2006 | D | | 5,718 | | <u>(1)</u> | 12/31/2006 | Common Stock | 7,500 |
| Stock Option (right to buy) | \$ 13.375 | 02/15/2006 | D | | 7,500 | | <u>(2)</u> | 01/05/2008 | Common Stock | 7,500 |
| Stock Option (right to buy) | \$ 10 | 02/15/2006 | D | | 7,500 | | <u>(3)</u> | 01/08/2009 | Common Stock | 7,500 |
| Stock Option (right to buy) | \$ 14.24 | 02/15/2006 | D | | 281 | | <u>(4)</u> | 04/05/2009 | Common Stock | 281 |
| Stock Option (right to buy) | \$ 4.7 | 02/15/2006 | D | | 851 | | <u>(5)</u> | 07/18/2009 | Common Stock | 851 |
| Stock Option (right to buy) | \$ 4.75 | 02/15/2006 | D | | 842 | | <u>(6)</u> | 10/25/2009 | Common Stock | 842 |
| Stock Option (right to buy) | \$ 5.11 | 02/15/2006 | D | | 978 | | <u>(7)</u> | 01/08/2010 | Common Stock | 978 |
| Stock Option (right to buy) | \$ 5.11 | 02/15/2006 | D | | 5,000 | | <u>(8)</u> | 01/08/2010 | Common Stock | 5,000 |
| Stock Option (right to buy) | \$ 4.36 | 02/15/2006 | D | | 917 | | <u>(9)</u> | 04/07/2010 | Common Stock | 917 |

| | | | | | | | | |
|-----------------------------|----------|------------|---|-------|-------------|------------|--------------|-------|
| Stock Option (right to buy) | \$ 22.65 | 02/15/2006 | D | 5,927 | <u>(10)</u> | 01/08/2011 | Common Stock | 5,927 |
| Stock Option (right to buy) | \$ 8.8 | 02/15/2006 | D | 6,500 | <u>(11)</u> | 01/07/2012 | Common Stock | 6,500 |
| Stock Option (right to buy) | \$ 11.29 | 02/15/2006 | D | 6,500 | <u>(12)</u> | 01/25/2013 | Common Stock | 6,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOWER ROGER E 2340 W. COUNTY RD. C ST. PAUL, MN 55113 | | X | | |

Signatures

/s/ Robert K. Ranum as Agent for Roger E. Gower 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 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 \$3.11 per share.
 - (2) 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 \$17.55 per share.
 - (3) 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 \$13.12 per share.
 - (4) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 214 shares of Rudolph common stock for \$18.68 per share.
 - (5) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 648 shares of Rudolph common stock for \$6.17 per share.
 - (6) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 642 shares of Rudolph common stock for \$6.23 per share.
 - (7) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 745 shares of Rudolph common stock for \$6.71 per share.
 - (8) 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 \$6.71 per share.

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- (9) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 699 shares of Rudolph common stock for \$5.72 per share.
- (10) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 4,519 shares of Rudolph common stock for \$29.71 per share.
- (11) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 4,956 shares of Rudolph common stock for \$11.55 per share.
- (12) The option, which was fully vested, was assumed by Rudolph in the Merger and replaced with an option to purchase 4,956 shares of Rudolph common stock for \$14.81 per share.

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.