

CAMPBELL THOMAS R
Form 4
August 11, 2005

FORM 4

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

OMB APPROVAL

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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 *
CAMPBELL THOMAS R

(Last) (First) (Middle)
1725 SHEPHERD RD
(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)
08/09/2005

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)
VP-Mobile Asphalt Paving

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/09/2005 | | M | | 7,710 | A | \$ 12.969 12,410 |
| Common Stock | 08/09/2005 | | M | | 12,490 | A | \$ 12.969 24,900 |
| Common Stock | 08/09/2005 | | M | | 29,910 | A | \$ 14.5 54,810 |
| Common Stock | 08/09/2005 | | M | | 6,896 | A | \$ 14.5 61,706 |
| Common Stock | 08/09/2005 | | M | | 1,288 | A | \$ 14.5 62,994 |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------------|--------|---|
| Common Stock | 08/09/2005 | S | 7,710 | D | \$ <u>(2)</u> | 55,284 | D |
| Common Stock | 08/09/2005 | S | 12,490 | D | \$ <u>(2)</u> | 42,794 | D |
| Common Stock | 08/09/2005 | S | 29,910 | D | \$ <u>(2)</u> | 12,884 | D |
| Common Stock | 08/09/2005 | S | 6,896 | D | \$ <u>(2)</u> | 5,988 | D |
| Common Stock | 08/09/2005 | S | 1,288 | A | \$ <u>(2)</u> | 4,700 | D |

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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 12.969 | 08/09/2005 | | M | 7,710 | 01/01/2002 | 01/01/2011 | Common Stock | 7,710 |
| Common Stock | <u>(1)</u> | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 10,970 |
| Stock Option | \$ 12.969 | 08/09/2005 | | M | 12,490 | 01/01/2002 | 01/01/2011 | Common Stock | 12,490 |
| Stock Option | \$ 14.5 | 08/09/2005 | | M | 29,910 | 01/01/2003 | 01/01/2012 | Common Stock | 29,910 |
| Stock Option | \$ 14.5 | 08/09/2005 | | M | 6,896 | 01/01/2003 | 01/01/2012 | Common Stock | 6,896 |
| | \$ 14.5 | 08/09/2005 | | M | 1,288 | 01/01/2003 | 01/01/2012 | | 1,288 |

Stock
Option

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMPBELL THOMAS R 1725 SHEPHERD RD CHATTANOOGA, TN 37421 | | | VP-Mobile Asphalt Paving | |

Signatures

F. McKamy Hall, attorney in fact for Thomas
Campbell

08/11/2005

__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) These phantom shares are held in the reporting person's Astec stock fund account under the issuers Supplemental Executive Retirement Plan and are payable in cash following the reporting persons termination of employment.
- (2) These shares were sold as part of a total sale of 58,294 shares on 8/9/05 at prices ranging from \$28.00 to \$28.319955 with an average sales price of \$28.026256

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.