

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 *
BERNARDS JAMES A

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)
7200 METRO BLVD.
 (Street)

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

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

EDINA, MN 55419
 (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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/15/2006		D	46,588 D (1) 0		D	
Common Stock	02/15/2006		D	50,000 D (2) 0		I	By Dougherty Summit Opportunity Fund I (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 13.375	02/15/2006		D	7,500	<u>(3)</u> 01/05/2008	Common Stock	7,500
Stock Option (right to buy)	\$ 10	02/15/2006		D	7,500	<u>(4)</u> 01/08/2009	Common Stock	7,500
Stock Option (right to buy)	\$ 14.24	02/15/2006		D	281	<u>(5)</u> 04/05/2009	Common Stock	281
Stock Option (right to buy)	\$ 22.65	02/15/2006		D	5,927	<u>(6)</u> 01/08/2011	Common Stock	5,927
Stock Option (right to buy)	\$ 11.29	02/15/2006		D	6,500	<u>(7)</u> 01/25/2013	Common Stock	6,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNARDS JAMES A 7200 METRO BLVD. EDINA, MN 55419	X			

Signatures

/s/ Robert K. Ranum as Attorney-in-Fact for James A. Bernards 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) The shares were disposed of 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"), in exchange for (i) up to 35,523 shares of Rudolph common stock have a market value of \$17.92 per share on the effective date of the Merger, representing 0.7625 shares of Rudolph common stock per share of the Issuer's stock, or (ii) a cash payment of up to \$489,174, representing \$10.50 per share of the Issuer's stock, or (iii) a combination of shares and cash in amounts determined according to the election of the reporting person, if any, and the proration and allocation procedures set forth in the merger agreement; the determination of the allocation of shares and cash will be made on or about February 22, 2006.
- (2) The shares were disposed of pursuant to the Merger in exchange for (i) up to 38,125 shares of Rudolph common stock have a market value of \$17.92 per share on the effective date of the Merger, representing 0.7625 shares of Rudolph common stock per share of the Issuer's stock, or (ii) a cash payment of up to \$525,000, representing \$10.50 per share of the Issuer's stock, or (iii) a combination of shares and cash in amounts determined according to the election of the reporting person, if any, and the proration and allocation procedures set forth in the merger agreement; the determination of the allocation of shares and cash will be made on or about February 22, 2006. Reporting person disclaims beneficial ownership of the securities held by Dougherty Summit Opportunity Fund I, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.
- (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 \$17.55 per share.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.