

WATKINS CORY M
Form 4
January 27, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WATKINS CORY M

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)
4900 WEST 78TH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Technology Officer

BLOOMINGTON, MN 55435

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 12,468 | 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 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)

Edgar Filing: WATKINS CORY M - Form 4

| 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 Option (right to buy) | \$ 10.44 | | | | | <u>(1)</u> | 05/15/2007 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 13.24 | | | | | 12/21/2004 | 07/12/2008 | Common Stock | 1,500 |
| Stock Option (right to buy) | \$ 9.19 | | | | | <u>(2)</u> | 10/05/2008 | Common Stock | 3,900 |
| Stock Option (right to buy) | \$ 4.75 | | | | | <u>(3)</u> | 10/25/2009 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 18.45 | | | | | 02/06/2004 | 02/06/2014 | Common Stock | 2,134 |
| Stock Option (right to buy) | \$ 18.49 | | | | | 12/21/2004 | 02/13/2014 | Common Stock | 5,480 |
| Stock Option (right to buy) | \$ 18.49 | | | | | 12/21/2004 | 02/13/2014 | Common Stock | 4,520 |
| Stock Option (right to buy) | \$ 10.36 | | | | | <u>(4)</u> | 07/30/2014 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 10.38 | | | | | <u>(5)</u> | 12/30/2014 | Common Stock | 15,000 |

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Stock Option (right to buy) | \$ 12.1 | | | | 03/07/2005 | 03/07/2015 | Common Stock | 3,654 |
| Stock Option (right to buy) | \$ 12.74 | | | | 07/21/2005 | 07/21/2015 | Common Stock | 942 |
| Stock Option (right to buy) | \$ 11.29 | 01/25/2006 | A | 16,352 | (6) | 01/25/2016 | Common Stock | 16,352 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WATKINS CORY M 4900 WEST 78TH STREET BLOOMINGTON, MN 55435 | | | Chief Technology Officer | |

Signatures

/s/ Robert K. Ranum as Agent for Cory M. Watkins pursuant to Power of Attorney previously filed 01/26/2006

__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) Exercisable: 500 shares on May 15, 2004 and May 15, 2005.
- (2) Original option (3,900 shares) exercisable in three annual increments of 1,300 shares each beginning on October 5, 2004.
- (3) Original option (6,000 shares) exercisable in three annual increments of 2,000 shares each beginning October 25, 2004.
- (4) Original option (10,000 shares) exercisable in five annual increments of 2,000 shares beginning July 30, 2004.
- (5) Original option (15,000 shares) exercisable: 5,100 shares on December 30, 2004 and 4,950 shares on December 30, 2005 and December 30, 2006.
- (6) Original option (16,352 shares) exercisable: 3,271 shares on January 25, 2006 and 2007 and 3,270 shares on January 25, 2008, 2009 and 2010.

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.