

RUDOLPH TECHNOLOGIES INC
 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 *
 JOHNSON ARDELLE R

2. Issuer Name and Ticker or Trading Symbol
 RUDOLPH TECHNOLOGIES INC
 [RTEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

VP, Corporate Marketing

C/O RUDOLPH TECHNOLOGIES, INC., ONE RUDOLPH ROAD, PO BOX 1000

(Street)

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

FLANDERS, NJ 07836

(City) (State) (Zip)

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		
				Code	V	Amount	

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 10	02/15/2006		A		315		<u>(1)</u>	10/22/2014	Common Stock	315
Incentive Stock Option (right to buy)	\$ 14.12	02/15/2006		A		20,763		<u>(2)</u>	08/18/2010	Common Stock	20,763
Incentive Stock Option (right to buy)	\$ 14.81	02/15/2006		A		212		<u>(3)</u>	01/25/2016	Common Stock	212
Incentive Stock Option (right to buy)	\$ 24.2	02/15/2006		A		130		<u>(4)</u>	02/06/2014	Common Stock	130
Non-Qualified Stock Option (right to buy)	\$ 10	02/15/2006		A		605		<u>(5)</u>	10/22/2014	Common Stock	605
Non-Qualified Stock Option (right to buy)	\$ 13.59	02/15/2006		A		1,906		<u>(6)</u>	07/30/2014	Common Stock	1,906
Non-Qualified Stock Option (right to buy)	\$ 13.62	02/15/2006		A		7,625		<u>(7)</u>	12/30/2014	Common Stock	7,625
Non-Qualified Stock Option (right to buy)	\$ 14.12	02/15/2006		A		13,549		<u>(2)</u>	08/18/2010	Common Stock	13,549
Non-Qualified Stock Option (right to buy)	\$ 14.81	02/15/2006		A		10,051		<u>(3)</u>	01/25/2016	Common Stock	10,051
Non-Qualified Stock Option (right to buy)	\$ 15.87	02/15/2006		A		4,772		<u>(8)</u>	03/07/2015	Common Stock	4,772
Non-Qualified Stock Option (right to buy)	\$ 16.71	02/15/2006		A		287		<u>(9)</u>	07/21/2015	Common Stock	287
Non-Qualified Stock Option (right to buy)	\$ 24.2	02/15/2006		A		2,168		<u>(10)</u>	02/06/2014	Common Stock	2,168

Stock Option
(right to buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON ARDELLE R C/O RUDOLPH TECHNOLOGIES, INC. ONE RUDOLPH ROAD, PO BOX 1000 FLANDERS, NJ 07836			VP, Corporate Marketing	

Signatures

By: /s/ Robert A. Koch For: Ardelle R.
Johnson

02/17/2006

__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 option to purchase 414 shares of August common stock for \$7.62 per share, initially granted by August on October 22, 2004, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (2) Pursuant to a merger agreement by and among the August Technology Corporation ("August"), Rudolph Technologies, Inc. ("Rudolph") and NS Merger Sub, Inc., a wholly-owned subsidiary of Rudolph (the "Merger"), the option to purchase 45,000 shares of August common stock for \$10.76 per share, initially granted by August on August 18, 2003, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested options.
- (3) The option to purchase 13,461 shares of August common stock for \$11.29 per share, initially granted by August on January 25, 2006, which provided for vesting in annual increments of 20% of the shares beginning January 25, 2006, was assumed by Rudolph in the Merger and replaced with the referenced options with the same vesting terms.
- (4) The option to purchase 171 shares of August common stock for \$18.45 per share, initially granted by August on February 6, 2004, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (5) The option to purchase 794 shares of August common stock for \$7.62 per share, initially granted by August on October 22, 2004, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (6) The option to purchase 2,500 shares of August common stock for \$10.36 per share, initially granted by August on July 30, 2004, which provided for vesting in annual increments of 20% of the shares beginning July 30, 2004, was assumed by Rudolph in the Merger and replaced with the referenced option with the same vesting terms.
- (7) The option to purchase 10,000 shares of August common stock for \$10.38 per share, initially granted by August on December 30, 2004, which provided for vesting 34% of the shares on December 30, 2005 and 33% on December 30, 2006 and 2007, was assumed by Rudolph in the Merger and replaced with the referenced option with the same vesting terms.
- (8) The option to purchase 6,259 shares of August common stock for \$12.10 per share, initially granted by August on March 7, 2005, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (9) The option to purchase 377 shares of August common stock for \$12.74 per share, initially granted by August on July 21, 2005, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (10) The option to purchase 2,844 shares of August common stock for \$18.45 per share, initially granted by August on February 6, 2004, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.

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.