ASTEC INDUSTRIES INC

Form 4

March 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

5. Relationship of Reporting Person(s) to

Number:

Expires:

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Haven Matthew B		Symbol ASTEC	C INDUSTRIES INC [ASTI	Issuer [
(Last) (First) (Middle) 10910 N INDUSTRAIL DRIVE				f Earliest Transaction Day/Year) 2015	DirectorX Officer (give below)	X_ Officer (give title Other (specify					
	(Street)			endment, Date Original nth/Day/Year)	Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person					
MEQUON,	WI 53092				Form filed by Person	Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	med on Date, if Day/Year)	3. 4. Securities Acquire Transaction(A) or Disposed of (Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pri	O) 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 Indirect Ownership (Instr. 4)					
Common Stock	02/28/2015			F 316 (1) D 42.	77 1,900 (1)	D					
Common Stock					883.915 <u>(2)</u>	I by 401K Plan					
Common Stock					1,952 <u>(4)</u>	D					

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	Pate	Underlying S	Securities	Derivat
Security	or Exercise		any	Code	of	(Month/Day	/Year)	(Instr. 3 and	4)	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e				(Instr. 5
	Derivative				Securities					
	Security				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	
Phantom Shares (3)	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	437.5119 (3)	

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Haven Matthew B

10910 N INDUSTRAIL DRIVE President-Telsmith

MEQUON, WI 53092

Signatures

Robert Taylor, attorney in fact for Matthew B. 03/02/2015 Haven

> **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).
- Holdings are restricted stock units (RSUs) that convert to common stock on a one-for-one basis at a later date. Reported transaction reflects 316 shares of common stock withheld by the issuer to satisfy tax withholding obligations upon the vesting of 800 RSUs.
- (2) Shares held in the reporting person's 401k plan are based upon a plan statement dated March 2, 2015.
- (3) Phantom shares are held in a SERP and are payable in cash following the reporting person's termination of employment from Astec.
- (4) Total amount includes 484 shares issued upon vesting of RSUs on February 28, 2015.

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.

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