

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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**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 \*  
 Plisinski Michael P

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 & GM Data Analysis/Rev.

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)	
			Code	V	Amount	Price				
Common Stock	02/15/2006		A		0	(1)	A	\$ 0	0	D

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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 9.32	02/15/2006		A		22,233		(2)	08/01/2010	Common Stock	22,233
Incentive Stock Option (right to buy)	\$ 10	02/15/2006		A		921		(3)	10/22/2014	Common Stock	921
Incentive Stock Option (right to buy)	\$ 13.62	02/15/2006		A		1,613		(4)	12/30/2014	Common Stock	1,613
Incentive Stock Option (right to buy)	\$ 14.81	02/15/2006		A		2,186		(5)	01/25/2016	Common Stock	2,186
Incentive Stock Option (right to buy)	\$ 15.87	02/15/2006		A		1,460		(6)	03/07/2015	Common Stock	1,460
Incentive Stock Option (right to buy)	\$ 24.2	02/15/2006		A		1,324		(7)	02/06/2014	Common Stock	1,324
Non-Qualified Stock Option (right to buy)	\$ 9.32	02/15/2006		A		8,267		(2)	08/01/2010	Common Stock	8,267
Non-Qualified Stock Option (right to buy)	\$ 13.62	02/15/2006		A		794		(4)	12/30/2014	Common Stock	794
Non-Qualified Stock Option (right to buy)	\$ 13.62	02/15/2006		A		5,217		(8)	12/30/2014	Common Stock	5,217
Non-Qualified Stock Option (right to buy)	\$ 14.81	02/15/2006		A		9,728		(5)	01/25/2016	Common Stock	9,728
Non-Qualified Stock Option (right to buy)	\$ 15.48	02/15/2006		A		26,687		(9)	04/29/2015	Common Stock	26,687
Non-Qualified Stock Option (right to buy)	\$ 15.87	02/15/2006		A		869		(10)	03/07/2015	Common Stock	869

Stock Option (right to buy)								Stock
Non-Qualified Stock Option (right to buy)	\$ 16.71	02/15/2006	A	735	(11)	07/21/2015	Common Stock	73

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Plisinski Michael P C/O RUDOLPH TECHNOLOGIES, INC. ONE RUDOLPH ROAD, PO BOX 1000 FLANDERS, NJ 07836			VP & GM Data Analysis/Rev.	

## Signatures

By: /s/ Robert A. Koch For: Michael P. Plisinski  
Date: 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) Mr. Plisinski was the holder of 139,586 shares of August Technology Corporation common stock. In the merger (the "Merger") of August Technology Corporation with and into NS Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of Rudolph Technologies, Inc. ("Rudolph"), each share of August Technology Corporation common stock was canceled and will be converted into the right to receive either \$10.50 in cash or 0.7625 of a share of common stock, par value \$0.001 per share, of Rudolph common stock, or a combination of cash and Rudolph common stock, subject to the proration and allocation procedures set forth in the Agreement and Plan of Merger, as amended, by and among Rudolph, Merger Sub and August Technology Corporation. At this time, the actual number of shares held by Mr. Plisinski is not known. Upon completion of the proration and allocation computations, an amended Form 4 shall be filed to reflect the shares of Rudolph common stock held by Mr. Plisinski.

(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 40,000 shares of August common stock for \$7.10 per share, initially granted by August on July 3, 2003, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.

(3) The option to purchase 1,208 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.

(4) The option to purchase 3,158 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, 2004 and 33% on December 30, 2005 and 2006, was assumed by Rudolph in the Merger and replaced with the referenced option with the same vesting terms.

(5) The option to purchase 15,627 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 option with the same vesting terms.

(6) The option to purchase 1,915 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.

(7) The option to purchase 1,737 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.

(8) The option to purchase 6,842 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, 2004 and 33% on December 30, 2005 and 2006, was assumed by

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Rudolph in the Merger and replaced with the referenced option with the same vesting terms.

- (9) The option to purchase 35,000 shares of August common stock for \$11.80 per share, initially granted by August on April 29, 2005, which provided for vesting 34% of the shares on April 29, 2005 and 33% on April 29, 2006 and 2007, was assumed by Rudolph in the Merger and replaced with the referenced option with the same vesting terms.
- (10) The option to purchase 1,140 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.
- (11) The option to purchase 965 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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