

BROCK J DON
Form 4
May 07, 2008

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 *
BROCK J DON

2. Issuer Name and Ticker or Trading Symbol
ASTEC INDUSTRIES INC [ASTE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4101 JEROME AVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2008

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

CHATTANOOGA, TN 37407

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 48,475 | I | Residuary Trust |
| Common Stock | | | | | 18,000 ⁽²⁾ | D | |
| Common Stock | 05/06/2008 | | S | 2,400 D \$ 37.24 | 2,509,647 | D | |
| Common Stock | 05/06/2008 | | S | 1,600 D \$ 37.5471 | 2,508,047 | D | |
| Common Stock | 05/06/2008 | | S | 2,500 D \$ 37.6473 | 2,505,547 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-----------|---|
| Common Stock | 05/06/2008 | S | 1,500 | D | \$ 37.75 | 2,504,047 | D |
| Common Stock | 05/06/2008 | S | 2,000 | D | \$ 37.8931 | 2,502,047 | D |
| Common Stock | 05/07/2008 | S | 4,000 | D | \$ 37.92 | 2,498,047 | D |
| Common Stock | 05/07/2008 | S | 3,000 | D | \$ 38.1933 | 2,495,047 | D |
| Common Stock | 05/07/2008 | S | 3,000 | D | \$ 38.1439 | 2,492,047 | 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.

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(9-02)

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. Code (Instr. 8) | 5. Transaction 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. F. Derivative Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------|---|--|---|--|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | (1) | | | | | (1) | (1) | | | Common Stock | 118,686 |
| Phantom Shares | (3) | | | | | (3) | (3) | | | Common Stock | 31,174.4802 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROCK J DON 4101 JEROME AVE CHATTANOOGA, TN 37407 | X | X | President & CEO | |

Signatures

Robert Taylor, attorney in fact for J. Don
Brock

05/07/2008

__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) Option prices and dates have been previously reported for stock options currently outstanding.
 - (2) Reported holdings are Restricted Stock Units.
 - (3) Phantom shares are held in a SERP and are payable in cash following the reporting person's termination of employment from Astec.

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.