

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 *
WRIGHT MICHAEL WILLIAM

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)
 01/08/2002

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

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 | | | |
| 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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 12.16 | 02/15/2006 | | A | 5,337 | <u>(2)</u> 03/10/2007 | Common Stock | 5,337 |
| Non-Qualified Stock Option (right to buy) | \$ 13.12 | 01/08/2002 | | A | 5,718 | <u>(3)</u> 01/08/2009 | Common Stock | 5,718 |
| Non-Qualified Stock Option (right to buy) | \$ 14.81 | 01/25/2006 | | A | 4,956 | <u>(4)</u> 01/25/2016 | Common Stock | 4,956 |
| Non-Qualified Stock Option (right to buy) | \$ 17.55 | 02/15/2006 | | A | 5,718 | <u>(5)</u> 01/05/2008 | Common Stock | 5,718 |
| Non-Qualified Stock Option (right to buy) | \$ 18.68 | 04/05/2002 | | A | 160 | <u>(6)</u> 04/05/2009 | Common Stock | 160 |
| Non-Qualified Stock Option (right to buy) | \$ 29.71 | 01/08/2004 | | A | 4,519 | <u>(7)</u> 01/08/2011 | Common Stock | 4,519 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WRIGHT MICHAEL WILLIAM C/O RUDOLPH TECHNOLOGIES, INC. ONE RUDOLPH ROAD, PO BOX 1000 FLANDERS, NJ 07836 | X | | | |

Signatures

By: /s/ Robert A. Koch For: Michael W. Wright

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. Wright was the holder of 22,888 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. Wright 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. Wright.

(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 7,000 shares of August common stock for \$9.27 per share, initially granted by August on March 10, 2000, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.

(3) The option to purchase 7,500 shares of August common stock for \$10.00 per share, initially granted by August on January 8, 2002, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.

(4) The option to purchase 6,500 shares of August common stock for \$11.29 per share, initially granted by August on January 25, 2006, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.

(5) The option to purchase 7,500 shares of August common stock for \$13.375 per share, initially granted by August on January 5, 2001, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.

(6) The option to purchase 211 shares of August common stock for \$14.24 per share, initially granted by August on April 5, 2002, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.

(7) The option to purchase 5,927 shares of August common stock for \$22.65 per share, initially granted by August on January 8, 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.

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