RUDOLPH TECHNOLOGIES INC

Form 4 May 08, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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

obligations

may continue.

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

See Instruction 1(b).

05/04/2006

(Print or Type F	Responses)										
I			2. Issuer Name and Ticker or Trading Symbol RUDOLPH TECHNOLOGIES INC [RTEC]				C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Month/Day/Year) DOLPH TECHNOLOGIES, 05/04/2006 NE RUDOLPH ROAD, PO					Director 10% Owner Softier (give title Other (specify below) below) Executive Vice President & GM					
FLANDERS	(Street) S, NJ 07836			ndment, Da nth/Day/Year	_			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any		3. Transactio Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	posed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	05/04/2006			Code V M	Amount 13,400	(D)	Price \$ 14.62	(Instr. 3 and 4) 19,614	D		
Common Stock (1)	05/04/2006			S	13,400	D	\$ 19	6,214	D		
Common Stock (1)	05/04/2006			M	200	A	\$ 14.62	6,414	D		
Common Stock (1)	05/04/2006			S	200	D	\$ 19.02	6,214	D		

M

1,100

A

7,314

D

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Common Stock (1)					\$ 14.62		
Common Stock (1)	05/04/2006	S	1,100	D	\$ 19.03	6,214	D
Common Stock (1)	05/04/2006	M	100	A	\$ 14.62	6,314	D
Common Stock (1)	05/04/2006	S	100	D	\$ 19.04	6,214	D
Common Stock (1)	05/04/2006	M	100	A	\$ 14.62	6,314	D
Common Stock (1)	05/04/2006	S	100	D	\$ 19.05	6,214	D
Common Stock (1)	05/04/2006	M	100	A	\$ 14.62	6,314	D
Common Stock (1)	05/04/2006	S	100	D	\$ 19.08	6,214	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)

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. Transactio Code (Instr. 8)	5. Number of Derivative Expiration Date Exercisable and Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amour Underlying Securit (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 14.62	05/04/2006		M	13,400	(2)	10/17/2012	Common Stock	13,4
Non-Qualified Stock Option (right to buy)	\$ 14.62	05/04/2006		M	200	(2)	10/17/2012	Common Stock	20
	\$ 14.62	05/04/2006		M	1,100	(2)	10/17/2012		1,1

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Non-Qualified Stock Option (right to buy)							Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 14.62	05/04/2006	M	100	(2)	10/17/2012	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 14.62	05/04/2006	M	100	(2)	10/17/2012	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 14.62	05/04/2006	M	100	(2)	10/17/2012	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

LITTLE NATHAN H C/O RUDOLPH TECHNOLOGIES, INC. ONE RUDOLPH ROAD, PO BOX 1000 FLANDERS, NJ 07836

Executive Vice President & GM

Signatures

/s/ Nathan H.
Little 05/08/2006

**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 exercises and stock sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2006.
- 20% of the shares of Common Stock subject to the Option became exercisable twelve months after the date the Option was granted and(2) 1/60th of the shares of Common Stock subject to the Option vested each month thereafter. However, the Option became vested in full on April 14, 2005 due to accelerated vesting.

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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