

RUDOLPH TECHNOLOGIES INC  
 Form 4  
 February 22, 2007

**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 \*  
**BROOKS D MAYSON**

2. Issuer Name and Ticker or Trading Symbol  
**RUDOLPH TECHNOLOGIES INC [RTEC]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 VP, Global Sales

(Last) (First) (Middle)  
**C/O RUDOLPH TECHNOLOGIES, INC., ONE RUDOLPH ROAD, PO BOX 1000**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/20/2007**

(Street)  
**FLANDERS, NJ 07836**

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

**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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/20/2007		M		1,854 A \$ 13.59	4,887 <sup>(1)</sup>	D
Common Stock	02/20/2007		M		1,333 A \$ 10	6,220 <sup>(1)</sup>	D
Common Stock	02/20/2007		M		7,625 A \$ 13.62	13,845 <sup>(1)</sup>	D
Common Stock	02/20/2007		M		2,702 A \$ 14.81	16,547 <sup>(1)</sup>	D
	02/20/2007		M		2,706 A	19,253 <sup>(1)</sup>	D

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Common Stock						\$ 14.81		
Common Stock	02/20/2007		M	1,715	A	\$ 13.7	20,968 <sup>(1)</sup>	D
Common Stock	02/20/2007		M	2,287	A	\$ 13.86	23,255 <sup>(1)</sup>	D
Common Stock	02/20/2007		M	2,287	A	\$ 13.78	25,542 <sup>(1)</sup>	D
Common Stock	02/20/2007		M	3,431	A	\$ 13.19	28,973 <sup>(1)</sup>	D
Common Stock	02/20/2007		M	5,337	A	\$ 6.17	34,310 <sup>(1)</sup>	D
Common Stock	02/20/2007		M	2,287	A	\$ 6.23	36,597 <sup>(1)</sup>	D
Common Stock	02/20/2007		M	9,150	A	\$ 5.64	45,747 <sup>(1)</sup>	D
Common Stock	02/20/2007		S	5,000	D	\$ 16.3	40,747 <sup>(1)</sup>	D
Common Stock	02/20/2007		S	10,714	D	\$ 16.31	30,033 <sup>(1)</sup>	D
Common Stock	02/20/2007		S	5,000	D	\$ 16.35	25,033 <sup>(1)</sup>	D
Common Stock	02/20/2007		S	3,000	D	\$ 16.4	22,033 <sup>(1)</sup>	D
Common Stock	02/20/2007		S	5,000	D	\$ 16.48	17,033 <sup>(1)</sup>	D
Common Stock	02/20/2007		S	9,000	D	\$ 16.56	8,033 <sup>(1)</sup>	D
Common Stock	02/20/2007		S	5,000	D	\$ 16.61	3,033 <sup>(1)</sup>	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Incentive Stock Option (right to buy)	\$ 10	02/20/2007	M	1,333	<u>(2)</u>	10/22/2014	Common Stock	1,333
Incentive Stock Option (right to buy)	\$ 13.7	02/20/2007	M	1,715	<u>(4)</u>	05/01/2007	Common Stock	1,715
Incentive Stock Option (right to buy)	\$ 14.81	02/20/2007	M	2,702	<u>(5)</u>	01/25/2016	Common Stock	2,702
Non-Qualified Stock Option (right to buy)	\$ 5.64	02/20/2007	M	9,150	<u>(6)</u>	12/19/2009	Common Stock	9,150
Non-Qualified Stock Option (right to buy)	\$ 6.17	02/20/2007	M	5,337	<u>(7)</u>	07/18/2009	Common Stock	5,337
Non-Qualified Stock Option (right to buy)	\$ 6.23	02/20/2007	M	2,287	<u>(8)</u>	10/25/2009	Common Stock	2,287
Non-Qualified Stock Option (right to buy)	\$ 13.19	02/20/2007	M	3,431	<u>(9)</u>	12/07/2008	Common Stock	3,431
Non-Qualified Stock Option (right to buy)	\$ 13.59	02/20/2007	M	1,854	<u>(10)</u>	07/30/2014	Common Stock	1,854
Non-Qualified Stock Option (right to buy)	\$ 13.62	02/20/2007	M	7,625	<u>(11)</u>	12/30/2014	Common Stock	7,625
Non-Qualified Stock Option (right to buy)	\$ 13.78	02/20/2007	M	2,287	<u>(12)</u>	04/06/2008	Common Stock	2,287
Non-Qualified Stock Option (right to buy)	\$ 13.86	02/20/2007	M	2,287	<u>(13)</u>	12/15/2007	Common Stock	2,287
Non-Qualified Stock Option (right to buy)	\$ 14.81	02/20/2007	M	2,706	<u>(5)</u>	01/25/2016	Common Stock	2,706

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKS D MAYSON C/O RUDOLPH TECHNOLOGIES, INC. ONE RUDOLPH ROAD, PO BOX 1000 FLANDERS, NJ 07836				VP, Global Sales

## Signatures

/s/ D. Mayson  
Brooks  
02/22/2007

\*\*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 amount of shares indicated in direct beneficial ownership include shares acquired through the Employee Stock Purchase Plan.
- (2) The option to purchase 1,749 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.
- (3) Average price of derivative security was \$16.43. Exact price is not determinable as shares were sold in lots with other grants of derivative securities.
- (4) The option to purchase 2,250 shares of August common stock for \$10.44 per share, initially granted by August on May 1, 2000, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (5) The option to purchase 17,727 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 options with the same vesting terms.
- (6) The option to purchase 12,000 shares of August common stock for \$4.30 per share, initially granted by August on December 19, 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 7,000 shares of August common stock for \$4.70 per share, initially granted by August on July 18, 2002, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (8) The option to purchase 3,000 shares of August common stock for \$4.75 per share, initially granted by August on October 25, 2002, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (9) The option to purchase 4,500 shares of August common stock for \$10.05 per share, initially granted by August on December 7, 2001, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (10) The option to purchase 2,432 shares of August common stock for \$10.36 per share, initially granted by August on July 30, 2004, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (11) The option to purchase 10,000 shares of August common stock for \$10.38 per share, initially granted by August on December 30, 2004, which provided for vesting of 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.
- (12) The option to purchase 3,000 shares of August common stock for \$10.50 per share, initially granted by August on April 6, 2001, which was fully vested, was assumed by Rudolph in the Merger and replaced with the referenced fully vested option.
- (13) The option to purchase 3,000 shares of August common stock for \$10.563 per share, initially granted by August on December 15, 2000, 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. 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.