

Roy Rajiv  
Form 4  
February 12, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Roy Rajiv

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)  
02/10/2009

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
VP Business Development

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock - Performance-based Restricted Stock Unit <sup>(1)</sup>	02/10/2009		A		7,500 <u>(2)</u>	A	\$ 0 7,500	D
Common Stock - Restricted Stock Unit <sup>(3)</sup>	02/10/2009		A		7,500 <u>(4)</u>	A	\$ 0 19,200	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.

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. 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Roy Rajiv  
C/O RUDOLPH TECHNOLOGIES, INC.  
ONE RUDOLPH ROAD, PO BOX 1000  
FLANDERS, NJ 07836

VP Business Development

## Signatures

By: /s/ Steven R. Roth For:  
Rajiv Roy

02/12/2009

\_\_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) Each Performance-based Restricted Stock Unit represents a contingent right to receive one (1) share of RTEC Common Stock.  
20% of the shares of Common Stock subject to the Performance - based Restricted Stock Unit vest each year on the grant date; contingent upon the reporting person's having satisfied certain performance criteria approved by the Compensation Committee of the registrant's Board of Directors, and contingent upon the reporting person's continued employment with the registrant. Generally, vested shares will be delivered to the reporting person as soon as practicable after vesting.
- (2) Each Restricted Stock Unit represents a contingent right to receive one (1) share of RTEC Common Stock.
- (3) 20% of the shares of Common Stock subject to the Restricted Stock Unit vest each year on the grant date. Generally, vested shares will be delivered to the reporting person as soon as practicable after vesting.
- (4)

## Edgar Filing: Roy Rajiv - Form 4

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.