

KHANNA AJAY  
Form 4  
May 15, 2009

**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 \*  
KHANNA AJAY

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)

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

VP, International Accounts

C/O RUDOLPH TECHNOLOGIES, INC., ONE RUDOLPH ROAD, PO BOX 1000

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/14/2009		M	1,100 A \$ 0.56	8,338 <sup>(1)</sup>	D	
Common Stock	05/14/2009		M	800 A \$ 0.56	9,138	D	
Common Stock	05/14/2009		M	500 A \$ 0.56	9,638	D	
Common Stock	05/14/2009		M	200 A \$ 0.56	9,838	D	
	05/14/2009		M	300 A	10,138	D	

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Common Stock					\$			
					0.56			
Common Stock	05/14/2009		M	100	A	\$	10,238	D
					0.56			
Common Stock	05/14/2009		M	1,100	D	\$	9,138	D
					4.62			
Common Stock	05/14/2009		M	800	D	\$	8,338	D
					4.61			
Common Stock	05/14/2009		M	500	D	\$	7,838	D
					4.64			
Common Stock	05/14/2009		M	200	D	\$	7,638	D
					4.65			
Common Stock	05/14/2009		M	300	D	\$	7,338	D
					4.66			
Common Stock	05/14/2009		M	100	D	\$	7,238	D
					4.63			

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. 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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 0.56	05/14/2009		M	1,100	11/12/1999 07/22/2009	Common Stock	1,100
Non-Qualified Stock Option (right to buy)	\$ 0.56	05/14/2009		M	800	11/12/1999 07/22/2009	Common Stock	800
	\$ 0.56	05/14/2009		M	500	11/12/1999 07/22/2009		500

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 0.56	05/14/2009	M	200	11/12/1999	07/22/2009	Common Stock	20	
Non-Qualified Stock Option (right to buy)	\$ 0.56	05/14/2009	M	300	11/12/1999	07/22/2009	Common Stock	30	
Non-Qualified Stock Option (right to buy)	\$ 0.56	05/14/2009	M	100	11/12/1999	07/22/2009	Common Stock	10	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

VP, International Accounts

## Signatures

/s/ Ajay Khanna 05/15/2009

\*\*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) 2,838 restricted stock units vested and are included in the amount of shares of common stock beneficially owned.

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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