RUDOLPH TECHNOLOGIES INC

Form 4 March 05, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DANCIAK SCOTT R

(First)

2. Issuer Name and Ticker or Trading

Symbol

RUDOLPH TECHNOLOGIES INC

[RTEC]

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2014

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

(Middle)

BOX 1000

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Engineering Inspection BU

below)

10% Owner __X__ Other (specify

Issuer

below)

Director

Officer (give title

FLANDERS, NJ 07836

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A)

Transaction(s) (Instr. 3 and 4) Price (D)

Common Stock

03/01/2014

Code V Amount 1,549 (1)

\$0 15,708 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivative			Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired	cquired					Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Exercisable Date	Expiration Date	or Title Nu			
									oi Number		
				Code V	(A) (D)						
				Code V	(A) (D)				of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DANCIAK SCOTT R C/O RUDOLPH TECHNOLOGIES, INC. ONE RUDOLPH ROAD, PO BOX 1000 FLANDERS, NJ 07836

VP, Engineering Inspection BU

Signatures

/s/ Scott R.
Danciak

03/05/2014

**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).

On February 22, 2013, the Compensation Committee of Rudolph Technologies' Board of Directors established targets for the award of performance-based Restricted Stock Units ("RSU's") such that the number of RSU's issued under the award would be contingent on the Company achieving certain revenue and non-GAAP operating income goals for fiscal year 2013 (the Metrics"). Effective upon the receipt of the Company's 2013 audited financial results from its independent auditors, a final determination of the number of performance-based RSU's to be awarded was made based on achievement against the 2013 Metrics. The awarded performance-based RSU's are still subject

RSU's to be awarded was made based on achievement against the 2013 Metrics. The awarded performance-based RSU's are still subject to a service requirement such that the award shall vest with respect to twenty percent (20%) of the shares subject to the award (rounded down to the next whole number of shares) on March 1, 2014 and on each of the subsequent four (4) years vesting annually on February 22.

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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