RUDOLPH TECHNOLOGIES INC

Form 4

February 24, 2015

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Colgan Michael J.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

RUDOLPH TECHNOLOGIES INC

[RTEC]

(Check all applicable)

02/20/2015

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner Officer (give title __X_ Other (specify

VP & GM of the Metrology BU

below) below)

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

(Street)

(First)

BOX 1000

(Last)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

FLANDERS, NJ 07836

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ansaction(A) or Disposed of de (D) astr. 8) (Instr. 3, 4 and 5) (A) or		d of	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)
Common	02/20/2015		Code V D	Amount 324 (1)	(D)	Price \$	24,721	D	
Stock	02/20/2013		D	324 <u>~</u>	ט	12.3	27,721	D	
Common Stock	02/20/2015		A	4,375 (2)	A	\$0	29,096	D	
Common Stock	02/22/2015		D	185 (1)	D	\$ 12.3	28,911	D	
Common Stock	02/22/2015		D	143 (1)	D	\$ 12.3	28,768	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date Ame		Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Secur	ities	(Instr. 5)]	
	Derivative				Securities		(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date	Titic	of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Colgan Michael J. C/O RUDOLPH TECHNOLOGIES, INC. ONE RUDOLPH ROAD, PO BOX 1000 FLANDERS, NJ 07836

VP & GM of the Metrology BU

Signatures

/s/ Michael J.

02/24/2015 Colgan

**Signature of Date

Reporting Person

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).
- Represents shares withheld by Issuer to satisfy tax withholding obligations in connection with the vesting of restricted stock units grants previously received by the Reporting Person.
- (2) On January 31, 2014, 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 2014 (the Metrics"). Effective upon the receipt of the Company's 2014 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 2014 Metrics. The awarded performance-based RSU's are still subject

Reporting Owners 2

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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 February 20, 2015 and on each of the subsequent four (4) years vesting annually on January 31.

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.