

RUDOLPH TECHNOLOGIES INC
 Form 4
 February 21, 2017

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 *
KOCH ROBERT ALAN

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)
C/O RUDOLPH TECHNOLOGIES, INC., 16 JONSPIN ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2017

____ Director
 ____ 10% Owner
 ____ Officer (give title below) Other (specify below)
VP & General Counsel

WILMINGTON, MA 01887

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/16/2017		D		253 ⁽¹⁾ \$ 21.8	D	
Common Stock	02/16/2017		A		4,167 ⁽²⁾ \$ 0	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)

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KOCH ROBERT ALAN
C/O RUDOLPH TECHNOLOGIES, INC.
16 JONSPIN ROAD
WILMINGTON, MA 01887

VP & General Counsel

Signatures

/s/ Robert A. Koch 02/21/2017

__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) 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.
- On January 27, 2016, 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 2016 (the "Metrics"). Effective upon the receipt of the Company's 2016 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 2016 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 February 16, 2017 and on each of the subsequent four (4) years vesting annually on January 27.

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.