

RUDOLPH TECHNOLOGIES INC
Form 4
March 01, 2006

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 *
ODELL JEFFREY L

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)

4900 WEST 78TH STREET

02/27/2006

(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

BLOOMINGTON, MN 55435

(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	(A) or (D)	Price
Common Stock	02/27/2006		S		1,000	D	\$ 17.08
Common Stock	02/27/2006		S		3,000	D	\$ 17.09
Common Stock	02/27/2006		S		3,500	D	\$ 17.1
Common Stock	02/27/2006		S		2,600	D	\$ 17.11
Common Stock	02/27/2006		S		900	D	\$ 17.12
							546,321
							543,321
							539,821
							537,221
							536,321

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Common Stock	02/27/2006	S	3,000	D	\$ 17.16	533,321	D
Common Stock	02/27/2006	S	6,413	D	\$ 17.17	526,908	D
Common Stock	02/27/2006	S	3,000	D	\$ 17.18	523,908	D
Common Stock	02/27/2006	S	1,587	D	\$ 17.19	522,321	D
Common Stock	02/28/2006	S	200	D	\$ 16.46	522,121	D
Common Stock	02/28/2006	S	3,800	D	\$ 16.47	518,321	D
Common Stock	02/28/2006	S	3,000	D	\$ 16.49	515,321	D
Common Stock	02/28/2006	S	1,324	D	\$ 16.5	513,997	D
Common Stock	02/28/2006	S	3,600	D	\$ 16.51	510,397	D
Common Stock	02/28/2006	S	1,400	D	\$ 16.52	508,997	D
Common Stock	02/28/2006	S	2,100	D	\$ 16.53	506,897	D
Common Stock	02/28/2006	S	7,600	D	\$ 16.54	499,297	D
Common Stock	02/28/2006	S	6,222	D	\$ 16.55	493,075	D

Common Stock						143,074	I	By O'Dell Family Limited Partnership
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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	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	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
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Security

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

Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODELL JEFFREY L 4900 WEST 78TH STREET BLOOMINGTON, MN 55435		X		

Signatures

/s/ Robert K. Ranum as Attorney-in-Fact for Jeffrey L. O'Dell pursuant to Power of Attorney
filed herewith

03/01/2006

__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).

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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