

ASTEC INDUSTRIES INC

Form 5

February 15, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
BROCK J DON

(Last) (First) (Middle)

4101 JEROME AVE

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
ASTEC INDUSTRIES INC [aste]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

CHATTANOOGA, TN 37407

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	10,556	I	By wife
Common Stock	01/01/2005	Â	G	23,265 (1)	D	\$ 0	2,305,606 (2)	D	Â
Common Stock	06/06/2005	Â	G	687	A	\$ 0	2,306,293	D	Â
Common Stock	06/06/2005	Â	G	4,122	D	\$ 0	253,776 (3)	I	By Mother (4)

Edgar Filing: ASTEC INDUSTRIES INC - Form 5

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.

SEC 2270
(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 Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	Â	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock 192,364
Phantom Stock	Â	Â	Â	Â	Â Â	Â (6) Â (6)	Common Stock 26,382.8508

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROCK J DON 4101 JEROME AVE CHATTANOOGA, TN 37407	Â X	Â X	Â President & CEO	Â

Signatures

Robert C Taylor, attorney in fact for J. Don Brock 02/15/2006

__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).
- (1) Represents gifts by reporting person to his adult children and educational institutions made in previous years and inadvertently omitted from previous filings.
- (2) Number of shares owned has been reduced by 23,407 due to double counting of shares held in a SERP in prior reports.
- (3) Total number of shares owned has been reduced by 6,810 due to gifts made in previous years but inadvertently not reported on previous filings.
- (4) Reporting person has POA over these shares owned by his Mother.
- (5) Option prices and dates have been previously reported for options currently outstanding.

Edgar Filing: ASTEC INDUSTRIES INC - Form 5

(6) Phantom shares are held in a SERP and are payable in cash following the reporting person's termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.