

JOHNSON ARDELLE R
Form 4
January 27, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
JOHNSON ARDELLE R

2. Issuer Name and Ticker or Trading Symbol
AUGUST TECHNOLOGY CORP
[AUGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4900 WEST 78TH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Strategic Marketing

BLOOMINGTON, MN 55435

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	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)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.76								<u>(1)</u>	08/18/2010	Common Stock	45,000
Stock Option (right to buy)	\$ 18.45								02/06/2004	02/06/2014	Common Stock	171
Stock Option (right to buy)	\$ 18.45								02/06/2004	02/06/2014	Common Stock	2,844
Stock Option (right to buy)	\$ 10.36								<u>(2)</u>	07/30/2014	Common Stock	2,500
Stock Option (right to buy)	\$ 7.62								02/19/2005	10/22/2014	Common Stock	414
Stock Option (right to buy)	\$ 7.62								02/19/2005	10/22/2014	Common Stock	794
Stock Option (right to buy)	\$ 10.38								<u>(3)</u>	12/30/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 12.1								03/07/2005	03/07/2015	Common Stock	6,259
Stock Option (right to buy)	\$ 12.74								07/21/2005	07/21/2015	Common Stock	377
Stock Option	\$ 11.29	01/25/2006			A		13,461		<u>(4)</u>	01/25/2016	Common Stock	13,461

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON ARDELLE R 4900 WEST 78TH STREET BLOOMINGTON, MN 55435			VP, Strategic Marketing	

Signatures

/s/ Robert K. Ranum as Attorney in Fact for Ardelle R. Johnson pursuant to Power of Attorney previously filed

01/26/2006

__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) Original option (45,000 shares) exercisable in five annual increments of 9,000 shares beginning August 18, 2004.
- (2) Original option (2,500 shares) exercisable in five annual increments of 500 shares beginning July 30, 2004.
- (3) Original option (10,000 shares) exercisable: 3,400 shares on December 30, 2004 and 3,300 shares on December 30, 2005 and December 30, 2006.
- (4) Original option (13,461 shares) exercisable: 2,693 shares on January 25, 2006 and 2,692 shares on January 25, 2007, 2008, 2009 and 2010.

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.