

BROCK J DON
Form 4
May 03, 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 *
BROCK J DON

(Last) (First) (Middle)
4101 JEROME AVE
(Street)

CHATTANOOGA, TN 37407

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASTEC INDUSTRIES INC [aste]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2006

4. 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					10,556	I	by Wife
Common Stock					253,776	I	by Mother
Common Stock	05/01/2006		M	29,000 A \$ 12.969	2,346,240	D	
Common Stock	05/01/2006		S	29,000 D \$ 39.1591	2,317,240	D	
Common Stock	05/01/2006		M	26,731 A \$ 14.5	2,343,971	D	

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Common Stock	05/01/2006	S	26,731	D	\$ <u>(2)</u>	39.1591	2,317,240	D
Common Stock	05/02/2006	M	7,000	A	\$ 14.5		2,324,240	D
Common Stock	05/02/2006	S	7,000	D	\$ <u>(3)</u>	38.7207	2,317,240	D

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

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Phantom Stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Common Stock 27,071.9
Stock Options	\$ 12.969	05/01/2006		M	29,000	01/01/2002 01/01/2011	Common Stock 29,000
Stock Options	\$ 14.5	05/01/2006		M	26,731	01/01/2003 01/01/2012	Common Stock 26,731
Stock Option	\$ 14.5	05/02/2006		M	7,000	01/01/2003 01/01/2012	Common Stock 7,000

Reporting Owners

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

Signatures

Robert C Taylor, attorney in fact for J. Don
Brock

05/03/2006

__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) Phantom shares are held in a SERP and are payable in cash upon the reporting person's termination of employment from Astec.
- (2) Price shown is the average price received for 13 separate "lots" sold by broker on 5/1/06.
- (3) Price shown is the average price received for 2 separate "lots" sold by broker on 5/2/06.

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.