

ASTEC INDUSTRIES INC
Form 4
February 01, 2013

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 *
SANSOM WILLIAM B

(Last) (First) (Middle)

MARTIN MARIETTA
MATERIALS, INC., 2710
WYCLIFF ROAD

(Street)

RALEIGH, NC 27607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ASTEC INDUSTRIES INC [ASTE]

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

01/31/2013

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)

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		
Common Stock	01/31/2013		M		1,096 A \$ 8.19	11,463	D
Common Stock	01/31/2013		M		1,398 A \$ 6.42	12,861	D
Common Stock	01/31/2013		M		782 A \$ 11.48	13,643	D
Common Stock	01/31/2013		M		855 A \$ 10.49	14,498	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 (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. Amount or Number of Shares
Stock Options	\$ 8.19	01/31/2013		M	1,096	05/16/2003 05/16/2013	Common Stock	1,096
Stock Options	\$ 6.42	01/31/2013		M	1,398	03/14/2003 03/14/2013	Common Stock	1,398
Stock Options	\$ 11.48	01/31/2013		M	782	07/24/2003 07/24/2013	Common Stock	782
Stock	\$ 10.49	01/31/2013		M	855	10/24/2003 10/24/2013	Common Stock	855
Stock Options	(1)					(1) (1)	Common Stock	5,443

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SANSOM WILLIAM B
MARTIN MARIETTA MATERIALS, INC.
2710 WYCLIFF ROAD
RALEIGH, NC 27607

X

Signatures

Robert Taylor, attorney in fact for William B. Sansom

02/01/2013

__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) Option dates and prices have been previously reported for stock options currently outstanding.

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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