ASTEC INDUSTRIES INC

Form 4

March 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Add Bremmer Mick		ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
			ASTEC INDUSTRIES INC [ASTE]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					
			(Month/Day/Year)	Director 10% Owner				
PO BOX 9156, 245 WOODWARD			02/28/2015	X Officer (give title Other (spec				
ROAD SE				below) below) President-CEI Enterprises				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)				
			Filed(Month/Day/Year)					
				X Form filed by One Reporting Person				
ALBUQUERO	QUE, NM 8'	7119		Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	rities Acquired, Disposed of, or Beneficially Owned				

(City)	(State) (Zip) Table	e I - Non-D	erivative (Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(IIISII. 4)
Common Stock	02/28/2015(1)		F	151 (1)	D	42.77 (1)	1,462 (1)	D	
Common Stock							1,699 (3)	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exer Expiration D		7. Title and A Underlying S		8. Pr Deriv
Security	or Exercise	(<i></i>	any	Code	of	(Month/Day		(Instr. 3 and		Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative					(Inst
	Derivative Security				Securities Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>					<u>(2)</u>	(2)	Common Stock	3,632.0294 (2)	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bremmer Michael A PO BOX 9156 245 WOODWARD ROAD SE

ALBUQUERQUE, NM 87119

President-CEI Enterprises

Signatures

Robert Taylor, attorney in fact for Michael Bremmer

03/02/2015

**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) Holdings are restricted stock units (RSUs) that convert to common stock on a one-for-one basis at a later date. Reported transaction reflects 151 shares of common stock withheld by the issuer to satisfy tax withholding obligations upon the vesting of 400 RSUs.
- (2) Phantom shares are held in a SERP and are payable in cash following the reporting person's termination of employment from Astec.
- (3) Total amount includes 249 shares issued upon vesting of RSUs on February 28, 2015.

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.

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