

CAMPBELL THOMAS R
Form 4
September 02, 2005

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 *
CAMPBELL THOMAS R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP- Mobile Asphalt Paving

CHATTANOOGA, TN 37407

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

(City) (State) (Zip)

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	08/31/2005		M		8,494	A	\$ 17.375
					13,194		
Common Stock	08/31/2005		M		18,713	A	\$ 17.375
					31,907		
Common Stock	08/31/2005		M		2,760	A	\$ 17.375
					34,667		
Common Stock	08/31/2005		M		2,240	A	\$ 17.375
					36,907		
Common Stock	08/31/2005		M		3,293	A	\$ 17.375
					40,200		

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Common Stock	08/31/2005	S	4,700	D	\$ 29.6087	35,500	D
Common Stock	08/31/2005	S	8,494	D	\$ 31.1873	27,006	D
Common Stock	08/31/2005	S	18,713	D	\$ 30.764	8,293	D
Common Stock	08/31/2005	S	2,760	D	\$ 31.0332	5,533	D
Common Stock	08/31/2005	S	2,240	D	\$ 30.75	3,293	D
Common Stock	08/31/2005	S	3,293	D	\$ 30.8373	0	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 or Number of Shares
Phantom Stock	(1)					(2)	(2)	Common Stock	10,970.0
Stock Options	\$ 17.375	08/31/2005		M		8,494	06/25/1999 06/25/2008	Common Stock	8,494
Stock Options	\$ 17.375	08/31/2005		M		18,713	06/25/1999 06/25/2008	Common Stock	18,713
Stock Options	\$ 17.375	08/31/2005		M		2,760	06/25/1999 06/25/2008	Common Stock	2,760
Stock Options	\$ 17.375	08/31/2005		M		2,240	06/25/1999 06/25/2008	Common Stock	2,240
Stock Options	\$ 17.375	08/31/2005		M		3,293	06/25/1999 06/25/2008	Common Stock	3,293

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL THOMAS R 4101 JEROME AVE CHATTANOOGA, TN 37407			VP- Mobile Asphalt Paving	

Signatures

Robert C Taylor, attorney in fact for Thomas Campbell	09/02/2005
<u> </u> **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) One for one
 - (2) These phantom shares are held in the reporting persons Astec stock fund under the issuer's Supplemental Executive Retirement Plan and are payable in cash following the reporting persons termination of employment.

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.