

ASTEC INDUSTRIES INC  
Form 4  
March 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Wilkey Thomas H

(Last) (First) (Middle)  
1725 SHEPHERD RD  
(Street)

CHATTANOOGA, TN 37421

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2015

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-Heatec, Inc.

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 (A) or (D) Price		
Common Stock	02/28/2015		F		449 <sup>(1)</sup> D 42.77 <sub>(1)</sub>	6,519 <sup>(1)</sup>	D
Common Stock	02/28/2015		A		1,425 <sub>(4)</sub> A \$ 0 <sub>(4)</sub>	7,944 <sub>(4)</sub>	D
Common Stock						1,852 <sub>(3)</sub>	D

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

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SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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)	8. Price of Derivative Security (Instr. 3)
Phantom Stock	(2)					(2) (2)	Common Stock	459,237 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilkey Thomas H 1725 SHEPHERD RD CHATTANOOGA, TN 37421			President-Heatec, Inc.	

## Signatures

Robert C Taylor, attorney in fact for Thomas H. Wilkey  
Date: 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 449 shares of common stock withheld by the issuer to satisfy tax withholding obligations upon the vesting of 1,375 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 926 shares issued upon vesting of RSUs on February 28, 2015.
- (4) Holdings are restricted stock units (RSUs) that convert to common stock on a one-for-one basis at a later date. Reported transaction is a grant of RSUs earned under the Company's 2011 Stock Incentive Plan for 2014 performance.

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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