ASTEC INDUSTRIES INC

Form 4

March 09, 2006

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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 See Instruction

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH W NORMAN		Symb	ssuer Name and ool TEC INDUST				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 7013 SNOV	, ,	(Mon	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2006				(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Group VP-Asphalt			
OOLTEWA	(Street) AH, TN 37363		Amendment, Da (Month/Day/Year	_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Гable I - Non-D	Perivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code ear) (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed	of (D)	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)	
Common Stock							70,000	I	Merle Smith Rev Living Trust	
Common Stock	03/08/2006		M	20,000	A	\$ 5.375	38,600	D		
Common Stock							70,000	I	W N Smith Living	

Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 orDerivative 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	12,770.2
Stock Options	\$ 5.375	03/08/2006		M		20,000	04/15/1996	04/15/2006	Common Stock	20,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
Topozonig o mior remite / remitesso	Director	10% Owner	Officer	Other				
SMITH W NORMAN 7013 SNOW HILL RD OOLTEWAH, TN 37363	X		Group VP-Asphalt					

Signatures

Robert Taylor, attorney in fact for W. Norman 03/09/2006

**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 following the reporting person's termination of employment from Astec. 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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