ASTEC INDUSTRIES INC

Form 4

March 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Bremmer Michael A			2. Issuer Name and Ticker or Trading Symbol ASTEC INDUSTRIES INC [ASTE]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
PO BOX 9156, 245 WOODWARD ROAD SE		DWARD	02/28/2014	X Officer (give title Other (specify below)		
				President-CEI Enterprises		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
ALBUQUERQUE, NM 87119				Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

					[-,	-5
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	•	any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
Common Stock	02/28/2014		F	$338 \frac{(1)}{2} D $	1,862 (1)	D	
Common Stock					1,450 (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 Exercises Expiration D		7. Title and A Underlying S		8. Pr
Security	or Exercise	(======================================	any	Code	of	(Month/Day/		(Instr. 3 and		Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		·		(Inst
	Derivative				Securities					
	Security				Acquired					
					(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>					(2)	(2)	Common Stock	3,250.0342	

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

03/03/2014

**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 338 shares of common stock withheld by the issuer to satisfy tax withholding obligations upon the vesting of 900 RSUs.
- (2) Phantom shares are held in a SERP and are payable in cash following the reporting person's termination of employment with Astec.
- (3) Total amount includes 562 shares issued upon vesting of RSUs on February 28, 2014.

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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