

ASTEC INDUSTRIES INC
Form 5
February 15, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BROCK J DON

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

4101 JEROME AVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CHATTANOOGA, TN 37407

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	10,556	I	By wife
Common Stock	01/01/2005	Â	G	23,265 (1)	D	\$ 0	2,305,606 (2)	D	Â
Common Stock	06/06/2005	Â	G	687	A	\$ 0	2,306,293	D	Â
Common Stock	06/06/2005	Â	G	4,122	D	\$ 0	253,776 (3)	I	By Mother (4)

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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)	
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Options	Â	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	192,364
Phantom Stock	Â	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	26,382.8508

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROCK J DON 4101 JEROME AVE CHATTANOOGA, TN 37407	Â X	Â X	Â President & CEO	Â

Signatures

Robert C Taylor, attorney in fact for J. Don Brock

02/15/2006

__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) Represents gifts by reporting person to his adult children and educational institutions made in previous years and inadvertently omitted from previous filings.
- (2) Number of shares owned has been reduced by 23,407 due to double counting of shares held in a SERP in prior reports.
- (3) Total number of shares owned has been reduced by 6,810 due to gifts made in previous years but inadvertently not reported on previous filings.
- (4) Reporting person has POA over these shares owned by his Mother.
- (5) Option prices and dates have been previously reported for options currently outstanding.

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(6) Phantom shares are held in a SERP and are payable in cash following the reporting person's termination of employment.

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