

WATKINS CORY M
 Form 4
 January 27, 2006

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 *
WATKINS CORY M

2. Issuer Name and Ticker or Trading Symbol
**AUGUST TECHNOLOGY CORP
 [AUGT]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
4900 WEST 78TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2006

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

BLOOMINGTON, MN 55435
 (City) (State) (Zip)

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

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)
				(A) or (D) Price			
Common Stock				V	12,468	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.44					<u>(1)</u>	05/15/2007	Common Stock	1,000
Stock Option (right to buy)	\$ 13.24					12/21/2004	07/12/2008	Common Stock	1,500
Stock Option (right to buy)	\$ 9.19					<u>(2)</u>	10/05/2008	Common Stock	3,900
Stock Option (right to buy)	\$ 4.75					<u>(3)</u>	10/25/2009	Common Stock	4,000
Stock Option (right to buy)	\$ 18.45					02/06/2004	02/06/2014	Common Stock	2,134
Stock Option (right to buy)	\$ 18.49					12/21/2004	02/13/2014	Common Stock	5,480
Stock Option (right to buy)	\$ 18.49					12/21/2004	02/13/2014	Common Stock	4,520
Stock Option (right to buy)	\$ 10.36					<u>(4)</u>	07/30/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 10.38					<u>(5)</u>	12/30/2014	Common Stock	15,000

Stock Option (right to buy)	\$ 12.1				03/07/2005	03/07/2015	Common Stock	3,654
Stock Option (right to buy)	\$ 12.74				07/21/2005	07/21/2015	Common Stock	942
Stock Option (right to buy)	\$ 11.29	01/25/2006	A	16,352	(6)	01/25/2016	Common Stock	16,352

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATKINS CORY M 4900 WEST 78TH STREET BLOOMINGTON, MN 55435			Chief Technology Officer	

Signatures

/s/ Robert K. Ranum as Agent for Cory M. Watkins pursuant to Power of Attorney previously filed 01/26/2006

__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) Exercisable: 500 shares on May 15, 2004 and May 15, 2005.
- (2) Original option (3,900 shares) exercisable in three annual increments of 1,300 shares each beginning on October 5, 2004.
- (3) Original option (6,000 shares) exercisable in three annual increments of 2,000 shares each beginning October 25, 2004.
- (4) Original option (10,000 shares) exercisable in five annual increments of 2,000 shares beginning July 30, 2004.
- (5) Original option (15,000 shares) exercisable: 5,100 shares on December 30, 2004 and 4,950 shares on December 30, 2005 and December 30, 2006.
- (6) Original option (16,352 shares) exercisable: 3,271 shares on January 25, 2006 and 2007 and 3,270 shares on January 25, 2008, 2009 and 2010.

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.