

ASTEC INDUSTRIES INC
Form 4
December 18, 2008

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 *
SMITH W NORMAN

(Last) (First) (Middle)
7013 SNOW HILL RD
(Street)

CHATTANOOGA, TN 37363

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2008

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)
Group VP-Asphalt

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					172,556	I	W.N. Smith Living Trust
Common Stock ⁽¹⁾					6,200 ⁽¹⁾	D	
Common Stock	12/17/2008		M		46,621	A	\$ 29,594
Common Stock	12/17/2008		S		46,621 ⁽³⁾	D	\$ 33
					0	D	

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	(2)					(2)	(2)	Common Stock	15,523
Stock Options	\$ 29.594	12/17/2008		M	46,621	03/08/2000	03/08/2009	Common Stock	46,621
Stock Option	\$ 25.5					03/05/2001	03/05/2010	Common Stock	46,000
Stock Options	\$ 14.5					01/01/2003	01/01/2012	Common Stock	21,000
Stock Options	\$ 19.43					03/06/2006	03/06/2015	Common Stock	14,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH W NORMAN 7013 SNOW HILL RD CHATTANOOGA, TN 37363	X		Group VP-Asphalt	

Signatures

Robert Taylor, attorney in fact for W. Norman Smith
12/18/2008

__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) Holding is restricted stock units that convert on a one-for-one basis into common stock at a later date.
- (2) Phantom shares are held in a SERP and are payable in cash following the reporting person's termination of employment from Astec.
- (3) Shares were sold in 99 separate block totaling 46,621 shares. The sales price for each block was \$33.00

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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