

ASTEC INDUSTRIES INC
Form 4
March 26, 2007

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 *
GUTH ALBERT E

(Last) (First) (Middle)
1725 SHEPHERD RD
(Street)

CHATANOOGA, TN 37421

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2007

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)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | | 4,545.362 | I | by 401(k) Plan |
| Common Stock | 03/15/2007 | | M | 6,000 A \$ 29.594 | 26,000 | D | |
| Common Stock | 03/15/2007 | | M | 5,500 A \$ 25.5 | 31,500 | D | |
| Common Stock | 03/15/2007 | | M | 10,000 A \$ 12.969 | 41,500 | D | |
| Common Stock | 03/15/2007 | | M | 889 A \$ 14.5 | 42,389 | D | |
| | 03/15/2007 | | S | 22,389 D | 20,000 | D | |

Common Stock \$ 38.024

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 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 of Number of Shares |
| Phantom Stock | (1) | | | | | (1) (1) | Common Stock 3,469.4 |
| Stock Options | \$ 29.594 | 03/15/2007 | | M | 6,000 | 03/08/2000 03/08/2009 | Common Stock 6,000 |
| Stock Options | \$ 25.5 | 03/15/2007 | | M | 5,500 | 03/05/2001 03/05/2010 | Common Stock 5,500 |
| Stock Options | \$ 12.969 | 03/15/2007 | | M | 10,000 | 01/01/2002 01/01/2011 | Common Stock 10,000 |
| Stock Options | \$ 14.5 | 03/15/2007 | | M | 889 | 01/01/2003 01/01/2012 | Common Stock 889 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GUTH ALBERT E 1725 SHEPHERD RD CHATANOOGA, TN 37421 | | X | | |

Signatures

Robert Taylor, attorney in fact for Albert Guth 03/26/2007

**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).

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

(1) Reporting person retired from Astec effective 12/31/06 and elected to receive the distributions from his SERP account over the next three years.

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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