Colwell Chris E Form 4 February 28, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** OMB

3235-0287 Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Colwell Chris E Issuer Symbol ASTEC INDUSTRIES INC [ASTE] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 1725 SHEPHERD RD 02/28/2012 below) below) President-Carlson Paving (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

CHATTANOOGA, TN 37421

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 1,500 Common 02/28/2012 A A \$0  $1,500^{(2)}$ D (2) Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

#### Edgar Filing: Colwell Chris E - Form 4

1. Title of	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if any	4.	5.	6. Date Exer	cisable and	7. Title and A	itle and Amount of	
Derivative				Transactio	onNumber	Expiration Date		Underlying Securities		Derivat Securit
Security				Code	of	` `		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative					(Instr. :
	Derivative				Securities	1				
	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	
DI .										
Phantom Stock	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock	189.8692	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Colwell Chris E

1725 SHEPHERD RD President-Carlson Paving

CHATTANOOGA, TN 37421

# **Signatures**

Robert Taylor, attorney in fact for Chris E.

Colwell 02/28/2012

\*\*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) Phantom shares are held in a SERP and are payable in cash following the reporting person's temintion of employment from Astec.
- (2) Reported transaction is a grant of restricted stock units earned under the Company's 2011 Stock Incentive Plan for 2011 performance. Total reported holdings are restricted stock units that convert to common stock on a one-for-one basis at a later date.

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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