Bremmer Michael A Form 4 March 04, 2013

FORM 4

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

OMB APPROVAL

Number: 3235-0287

January 31,

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
16.
SECURITIES

Form 5 obligations may continue. See Instruction 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(b).

(Print or Type Responses)

1. Name and Add Bremmer Mich	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ASTEC INDUSTRIES INC [ASTE]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
PO BOX 9156, 245 WOODWARD ROAD SE			02/28/2013	X Officer (give title Other (specify below) President-CEI Enterprises		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ALBUQUERQUE, NM 87119			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned		

(City)	(State)	(Zip) Table	e I - Non-D	erivative Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acon(A) or Disposed (Instr. 3, 4 and :	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/28/2013		F	263 (2) D	\$ 35.02	2,762 (2)	D	
Common Stock						888 (3)	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)

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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. Transactio Code (Instr. 8)	of Derivative Securities Acquired (A) or		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Inst
					Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock	2,879.6806	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Bremmer Michael A PO BOX 9156 245 WOODWARD ROAD SE ALBUQUERQUE, NM 87119

President-CEI Enterprises

Signatures

Robert Taylor, attorney in fact for Michael Bremmer

03/04/2013

**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 termination of employment from Astec.
- (2) Reflects restricted stock units (RSUs) that convert to common stock on a one-for-one basis at a later date. Reported transaction reflects 263 shares of common stock withheld by the issuer to satisfy tax withholding obligations upon the vesting of 700 RSUs.
- (3) Total amount includes 437 shares issued upon vesting of RSUs on February 28, 2013.

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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