

YOUNG MORRIS S

Form 4

March 03, 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 *
YOUNG MORRIS S

 2. Issuer Name **and** Ticker or Trading Symbol
AXT INC [AXTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4281 TECHNOLOGY DRIVE

 3. Date of Earliest Transaction
 (Month/Day/Year)
 03/03/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

 4. If Amendment, Date Original
 Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

FREMONT, CA 94538

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	03/03/2008		S	200 ⁽¹⁾ D	\$ 5.47 859,232	D	
Common Stock	03/03/2008		S	773 ⁽¹⁾ D	\$ 5.46 858,459	D	
Common Stock	03/03/2008		S	6,300 ⁽¹⁾ D	\$ 5.45 852,159	D	
Common Stock	03/03/2008		S	2,294 ⁽¹⁾ D	\$ 5.44 849,865	D	
Common Stock	03/03/2008		S	4,200 ⁽¹⁾ D	\$ 5.43 845,665	D	
	03/03/2008		S		D 844,157	D	

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Common Stock				1,508 (1)	\$ 5.42			
Common Stock	03/03/2008	S		1,997 (1)	D \$ 5.41	842,160	D	
Common Stock	03/03/2008	S		4,426 (1)	D \$ 5.4	837,734	D	
Common Stock	03/03/2008	S		9,922 (1)	D \$ 5.39	827,812	D	
Common Stock	03/03/2008	S		700 (1)	D \$ 5.38	827,112	D	
Common Stock	03/03/2008	S		2,500 (1)	D \$ 5.37	824,612	D	
Common Stock	03/03/2008	S		300 (1)	D \$ 5.36	824,312	D	
Common Stock	03/03/2008	S		1,980 (1)	D \$ 5.35	822,332	D	
Common Stock	03/03/2008	S		1,533 (1)	D \$ 5.33	820,799	D	
Common Stock	03/03/2008	S		300 (1)	D \$ 5.31	820,499	D	
Common Stock	03/03/2008	S		1,067 (1)	D \$ 5.3	819,432	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
YOUNG MORRIS S 4281 TECHNOLOGY DRIVE FREMONT, CA 94538	X

Signatures

/s/ Morris S. Young, by power of attorney	03/03/2008
**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) Common stock sold by Dr. Young under 10b5-1 trading plan of November 2007.

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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