

AXCELIS TECHNOLOGIES INC

Form 4

November 19, 2014

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 *
Lawson Douglas A.

2. Issuer Name and Ticker or Trading Symbol
AXCELIS TECHNOLOGIES INC
[ACLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2014

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, Corporate Mktg & Strategy

C/O AXCELIS TECHNOLOGIES, INC., 108 CHERRY HILL DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

BEVERLY, MA 01915

(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)
			Code	V	Amount or Price		
Common Stock	11/18/2014		M		24,748 A \$ 1.6	39,846	D
Common Stock	11/18/2014		S		24,748 D \$ 2.19	15,098	D
Common Stock	11/19/2014		M		5,252 A \$ 1.6	20,350	D
Common Stock	11/19/2014		M		12,500 A \$ 1.59	32,850	D
Common Stock	11/19/2014		M		12,500 A \$ 0.93	45,350	D

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Common Stock	11/19/2014	S	30,252	D	\$ 2.13	15,098	D	
Common Stock						12,500	I	Held by spouse

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option (right to buy)	\$ 1.6	11/18/2014		M	24,748	07/15/2015 ⁽¹⁾ 07/15/2021	Common Stock	
Non-qualified stock option (right to buy)	\$ 1.6	11/19/2014		M	5,252	07/15/2015 ⁽²⁾ 07/15/2021	Common Stock	
Non-qualified stock option (right to buy)	\$ 1.59	11/19/2014		M	12,500	01/15/2014 01/15/2020	Common Stock	
Non-qualified stock option (right to buy)	\$ 0.93	11/19/2014		M	12,500	07/15/2016 ⁽³⁾ 07/15/2019	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawson Douglas A. C/O AXCELIS TECHNOLOGIES, INC. 108 CHERRY HILL DRIVE BEVERLY, MA 01915			EVP, Corporate Mktg & Strategy	

Signatures

Lynnette C. Fallon, as attorney in fact for Douglas A.
Lawson

11/19/2014

__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) These options became exercisable as to 10,000 shares on each of 7/15/2012, 7/15/2013 and 7/15/2014, and will become exercisable as to the remaining 10,000 shares on 7/15/2015, assuming continuation of employment.
- (2) These options became exercisable as to 10,000 shares on each of 7/15/2012, 7/15/2013 and 7/15/2014, and will become exercisable as to the remaining 10,000 shares on 7/15/2015, assuming continuation of employment.
- (3) These options became exercisable as to 12,500 shares on each of 7/15/2013 and 7/15/2014, and will become exercisable as to 12,500 shares on each of 7/15/2015 and 7/15/2016, assuming continuation of employment.

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.