Edgar Filing: AXT INC - Form 4/A

AXT INC

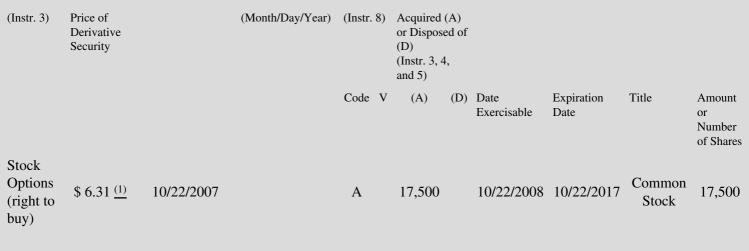
Form 4/A								
November 2	28, 2007							
FORM	4 UNITED	STATES SI	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					PPROVAL 3235-0287
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons tinue.	STATEMENT OF CHANGES IN BENEFICIAL 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						January 31, 2005 average Jrs per . 0.5
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> Cerilli John J			2. Issuer Name and Ticker or Trading Symbol AXT INC [AXTI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (A	Middle) 3.	Date of Earliest T	Transaction		(Chi	eck an applicabl	e)
4281 TECHNOLOGY DRIVE			(Month/Day/Year) 10/22/2007			Director 10% Owner X_ Officer (give title Other (specify below) below) VP Global Sales & Marketing		
F			4. If Amendment, Date Original Filed(Month/Day/Year) 10/23/2007			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting 		
FREMONT	C, CA 94538					Person	More than One R	eporting
(City)	(State)	(Zip)	Table I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code Year) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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 Beneficial Ownership (Instr. 4)
Reminder: Rej	port on a separate line	e for each class	of securities bene	ficially ow	ned directly of	or indirectly.		
						pond to the colle	ection of S	SEC 1474

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships					
, of the second s	Director	10% Owner	Officer	Other		
Cerilli John J 4281 TECHNOLOGY DRIVE FREMONT, CA 94538			VP Global Sales & Marketing			
Signatures						
/s/ John Cerilli, by Power of Attorney		11/28/2007				
**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).

(1) Exercise price of 6.31 was indvertently transposed as 6.13 on the original Form 4 filed on 10/23/07.

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.