

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

(Last) (First) (Middle)

4281 TECHNOLOGY DRIVE

(Street)

FREMONT, CA 94538

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/03/2008		S		200 <sup>(1)</sup> D	\$ 5.47	859,232 D
Common Stock	03/03/2008		S		773 <sup>(1)</sup> D	\$ 5.46	858,459 D
Common Stock	03/03/2008		S		6,300 <sup>(1)</sup> D	\$ 5.45	852,159 D
Common Stock	03/03/2008		S		2,294 <sup>(1)</sup> D	\$ 5.44	849,865 D
Common Stock	03/03/2008		S		4,200 <sup>(1)</sup> D	\$ 5.43	845,665 D
	03/03/2008		S				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.

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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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