Edgar Filing: Yin Philip C S - Form 4

Form 4										
November										
FORM	M 4 UNITED	STATES		RITIES A			E COMMISSION		PPROVAL 3235-0287	
Check t			Expires:	January 31,						
if no los subject Section Form 4 Form 5		NGES IN SECUI	Estimated burden hou	Estimated average burden hours per response 0.5						
obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the F	Public U	Itility Hol	ding Co		nge Act of 1934, a of 1935 or Section 1940	on		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Yin Philip C S			2. Issuer Name and Ticker or Trading Symbol AXT INC [AXTI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(Check all applicable)			
4281 TECHNOLOGY DRIVE			(Month/Day/Year) 10/27/2006			X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
FREMON	Т, СА 94538						Person		eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution 1 any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	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: Re	eport on a separate line	e for each cla	ass of sec	urities bene	-	-	-	ation of C	TC 1474	
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	i are not rm	SEC 1474 (9-02)	

 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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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 4.81	10/27/2006	А	25,000	10/27/2007	10/27/2016	Common Stock	25,000 (1)

Reporting Owners

Reporting Owner Name / Address	s Relationships						
	Director	10% Owner	Officer	Other			
Yin Philip C S 4281 TECHNOLOGY DRIVE FREMONT, CA 94538	Х		Chief Executive Officer				
Signatures							
/s/ Philip C.S. Yin by power of attorney		11/01/2	006				

<u>**</u>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) Vesting of each option commenced on October 27, 2006, the date of grant, and continues over four years at the rate of 1/4 on the one-year anniversary of the date of grant, and 1/48th per month thereafter.

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.