## FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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	l				<u> </u>		
Name and Address of Reporting Per Fallon, Lynnette C.	rson*	Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationsh	ip of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) /o Axcelis Technologies, Inc. 5 Cherry Hill Drive		Axcelis Technologies, Inc. ACLS	03/17/2003		Director10% Owner Officer (give title below) Other (specify elow)		
(Street)  Beverly, MA 01915		I.R.S. Identification     Number of Reporting     Person, if an entity	5. If Amendment, Date of Original (Month/Day/Year)	Description			
(City) (State)	(Zip)	(voluntary)	(World Day Tear)		or Joint/Group eck Applicable Line)		
					d by One Reporting Person d 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. Trans Code (Instr.		4. Securities Acquired (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
			Code	V	Amount	A/D	Price	(Instr. 3 and 4)	(I) (Instr. 4)				
Common Stock	03/17/2003		Р		500	A	\$4.20	3,152	D				

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. Transac Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	10. Owner- ship Form of Deriv- ative Securities: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
				Code	V	А	D	DE	ED	Title	Amount or Number of Shares			(Instr.4)	

## **Explanation of Responses:**

/s/ Lynnette C. Fallon \*\* Signature of Reporting Person

03/19/2003

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

- \* 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).

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.

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