## SEC Form 4

FORM 4	UNITED STA	OMB APPROVAL			
[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Filed pursuant to Se	EMENT OF CHANGES IN BE ection 16(a) of the Securities Exchange mpany Act of 1935 or Section 30(h) of t	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5		
1. Name and Address of Reporting Per Thompson, H. Brian	son*	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year	6. Relationsl	hip of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) c/o Axcelis Technologies, Inc. 55 Cherry Hill Drive	(Middle)	Axcelis Technologies, Inc. ACLS	01/29/2003		_ 10% Owner re title below) _ Other (specify
(Street) Beverly, MA 01915		3. 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)	(		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)	D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner- ship Form: Direct (D) or Indirect (I)	Indirect Beneficial t Ownership (Instr. 4)			
			Code	V	Amount	A/D	Price	(Instr. 3 and 4)				
Common Stock	01/29/2003		Р		1,000	А	\$6.79	1,000	D			
Common Stock	02/05/2003		Р		1,000	A	\$6.67	2,000	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. Conver- sion or Exercise Price of Deri- vative 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 Exercisabl Expirati Date(ED) (Month/		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	A	D	DE	ED	Title	Amount or Number of Shares			(Instr.4)	

## Explanation of Responses:

By:

/s/ Lynnette C. Fallon

\*\* Signature of Reporting Person

Attorney-in-fact for H. Brian Thompson

02/05/2003

Date:

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.

SEC 1474 (9-02)