PUMA MARY G Form 4 July 06, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

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Form 5 Fil
obligations
may continue.

Form 4 or

Fil

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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

See Instruction 30(h) of the Investment Co

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** PUMA MARY G | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|--|--|---|--|--|--|--|
| | | | AXCELIS TECHNOLOGIES INC [ACLS] | (Check all applicable) | | | |
| | ast) (First) (Middle) AXCELIS TECHNOLOGIES, 108 CHERRY HILL DRIVE | | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2009 | _X_ Director 10% Owner X_ Officer (give title Other (specify below) below) Chairman, President and CEO | | | |
| BEVERLY, | (Street) MA 01915 | | 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 Person | | | |
| | | | | | | | |

| (City) | (State) | (Zip) | Гable I | - Non-Derivative Securities Acqu | ired, Disposed of | , or Beneficial | ly Owned |
|------------|---------------------|----------------|---------|----------------------------------|-------------------|-----------------|-----------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired (A) | 5. Amount of | 6. | 7. Nature |
| Committee | (Month/Doy/Voor) | Execution Data | if Te | ongoations Disposed of (D) | Committee | Overarchin | Indiract |

| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 3. Transactio | 4. Securit | | equired (A) | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect | |
|------------------------|--------------------------------------|-------------------------|-----------------|------------------------------|-------------|-------------------------|--|---|---------------------------------------|
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, 4 and 5) (A) or | | | Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (D) | Price | (IIISU. 3 allu 4) | | |
| Common Stock | 07/01/2009 | | F | 16,200 | D (1) | \$ 0.4532 (2) | 310,620 | D | |
| Common Stock | 07/03/2009 | | F | 13,228 | D (3) | \$ 0.39 (4) | 297,392 (5) | D | |
| Common Stock | | | | | | | 20,000 | I | Shares held by spouse |

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

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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 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. Transact Code (Instr. 8) | 5. onNumber of Derivativ Securities Acquired | | ate | Amou Under Secur | le and ant of rlying rities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo |
|---|---|---|---|--------------------------------------|---|---------------------|--------------------|------------------------|--|--|---|
| | · | | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

PUMA MARY G C/O AXCELIS TECHNOLOGIES, INC. 108 CHERRY HILL DRIVE BEVERLY, MA 01915

X

Chairman, President and CEO

Signatures

By Lynnette C. Fallon, attorney in fact for Mary G. Puma

07/06/2009

**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).
- Shares withheld by the Company equal to tax liability of the executive officer incident to the vesting of restricted stock units issued in accordance with Rule 16b-3.
- (2) Represents the closing price of the common stock at July 1, 2009.
- Shares withheld by the Company equal to tax liability of the executive officer incident to the vesting of restricted stock units issued in accordance with Rule 16b-3.
- (4) Represents the closing price of the common stock at July 6, 2009 (the first trading day after the vesting date).
- (5) Of the shares held as of July 3, 2009, 95,347 were issuable on vesting of restricted stock units granted the executive under the 2000 Stock Plan and are subject to forfeiture. A portion of these shares will be withheld by the Company on vesting to satisfy tax withholding

Reporting Owners 2

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requirements.

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