

Low Raymond Anthony
Form 3/A
February 27, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Low Raymond Anthony
(Last) (First) (Middle)

4281 TECHNOLOGY DRIVE
(Street)

FREMONT, Â CA Â 94538

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
02/26/2007

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
VP Corporate Controller

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

02/27/2007

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Stock options (right to buy)- 2/7/05 ⁽¹⁾	02/07/2006	02/07/2015	Common Stock	25,000	\$ 1.38	D	Â
Stock options (right to buy) - 9/2/05 ⁽¹⁾	09/02/2006	09/02/2015	Common Stock	10,000	\$ 1.33	D	Â
Stock options (right to buy) - 7/3/06	07/03/2007	07/03/2016	Common Stock	5,000	\$ 3.37	D	Â
Stock options (right to buy) - 10/27/06	10/27/2007	10/27/2016	Common Stock	10,000	\$ 4.81	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Low Raymond Anthony 4281 TECHNOLOGY DRIVE FREMONT, CA 94538	Â	Â	Â VP Corporate Controller	Â

Signatures

/s/ Raymond A.
Low

02/27/2007

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 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.