DUFF DAVID Form 3/A February 10, 2003

FORM	3
r Orivi	J

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 APPROVAL

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

1. Name and Address of Reporting Person*

Duff, David W.

(Last) (First) (Middle)

c/o Axcelis Technologies, Inc. 55 Cherry Hill Drive

(Street)

Beverly, MA 01915

(City) (State) (Zip)

2. Date of Event

Requiring Statemen	t
Month/Day/Year	

08/06/2002

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Issuer Mandoker or Trading Symbol

Axcelis Technologies, Inc.

ACLS

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_ Director

_ 10% Owner

XOfficer (give title below)

_ Other (specify below)

Description

<u>Vice President and General Manager, Ion Implant and Rapid Thermal Processing</u>

6. If Amendment, Date of Original (Month/Day/Year)

08/13/2002

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting PersonForm 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)
	Common stock
	11,859.8
	D
	Common stock
	264.3
	I and the second se
By 401(k)) plan

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

- 1. Title of Derivative Security (Instr. 4)
- Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)

DE / ED

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

Title / Amount or Number of Shares

```
4. Conver-
  sion or
  Exercise
  Price of
  Deri-
  vative
  Security
5. Owner-
ship
Form of
Deriv-
ative
Security:
Direct (D)
or
Indirect (I)
(Instr.5) 6. Nature of
   Indirect
   Beneficial
   Ownership
   (Instr.5) Stock option (right to buy)(1)
01/27/2003 / 01/27/2008
common stock / 3,388
$10.44
D
Stock option (right to buy) (1)
01/26/2004 / 01/26/2009
common stock / 2,117
$8.43
Stock option (right to buy)(1)
(2) / 01/25/2010
common stock / 11,350
$8.44
Stock option (right to buy) (1)
(3) / 07/10/2010
```

common stock / 12,000

\$22.00

D
Stock option (right to buy) (1) (4) / 07/30/2011 common stock / 10,715
\$14.10

D
Stock option (right to buy) (1) (5) / 7/30/2011 common stock / 10,714
\$13.20

D
Stock option (right to buy) (1) (6) / 03/26/2012 common stock / 50,000
\$13.59

D

Explanation of Responses:

This Amendment to Mr. Duff's Form 3 is being filed to correct the expiration date of his \$13.20 options.

- (1) Granted under the Axcelis Technologies, Inc. 2000 Stock Plan.
- (2) Currently exercisable as to 5,590 shares, and the remaining 5,590 shares will become exercisable on 01/25/2003.
- (3) Currently exercisable as to 6,000 shares, and an additional 3,000 shares will become exercisable on each of 07/10/2003 and 07/10/2004.
- (4) Currently exercisable as to 2,678 shares, and an additional 2,678 shares will become exercisable on each of 07/30/2003 and 07/30/2004, with the remaining 2,681 shares becoming exercisable on 07/30/2005.
- (5) Currently exercisable as to 2,678 shares, and an additional 2,678 shares will become exercisable on each of 07/30/2003 and 07/30/2004, with the remaining 2,680 shares becoming exercisable on 07/30/2005.
- (6) Will become exercisable as to 12,500 shares on each of 03/26/2003, 03/26/2004, 03/26/2005 and 03/26/2006.
- By: Date: /s/ Lynnette C. Fallon 02/10/2003 Attorney-in-Fact for David W. Duff ** Signature of Reporting Person

SEC 1473 (07-02)

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 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). 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.