ALIGN TECHNOLOGY INC

Form 4

February 22, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Laks Gil

2. Issuer Name and Ticker or Trading

Symbol

ALIGN TECHNOLOGY INC

[ALGN]

Issuer

(Check all applicable)

VP, International

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Officer (give title below)

10% Owner Other (specify

02/20/2008

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA, CA 95050

(State)

C/O ALIGN TECHNOLOGY

INC., 881 MARTIN AVE.

| 7. Nature of Indirect Beneficial |
|----------------------------------|
| |
| Beneficial |
| |
| Ownership |
| (Instr. 4) |
| |
| |
| |
| |
| |
| |
| |

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

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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. Transaction Code (Instr. 8) | 5. Number orDerivative Securities Acquired (Disposed of (Instr. 3, 4 | (A) or of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and A Underlying S (Instr. 3 and | Seci |
|---|---|---|---|---|--|---------------|--|--------------------|---|--------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | A or N of |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2008 | 02/20/2008 | A | 12,000 | | (2) | (2) | Common Stock | 1 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2008 | 02/20/2008 | A | 11,500 | | (3) | (3) | Common Stock | 1 |
| Right to Buy (Common Stock) | \$ 13 | 02/20/2008 | 02/20/2008 | A | 35,000 | | 02/20/2009(4) | 02/20/2018 | Common Stock | 3 |
| Right to Buy (Common Stock) | \$ 13 | 02/20/2008 | 02/20/2008 | A | 37,000 | | 02/20/2010(5) | 02/20/2018 | Common Stock | 3 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2008 | 02/20/2008 | C | | 1,750 | <u>(6)</u> | <u>(6)</u> | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | |
| Laks Gil | | | | | | | |

C/O ALIGN TECHNOLOGY INC. 881 MARTIN AVE. SANTA CLARA, CA 95050

VP, International

Signatures

Roger E. George, Atty-in-Fact for 02/22/2008

**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).
- (1) Represents par value of ALGN common stock

(2)

Reporting Owners 2

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1/4 of the restricted stock unit will vest on February 20, 2009 and 1/16th of the restricted stock unit will vest each quarter thereafter. Vested shares will be delivered to the reporting person on each vest date.

- (3) 1/3 of the restricted stock unit will vest on February 20, 2010 and 2/3 of the restricted stock unit will vest on February 20, 2011. Vested shares will be delivered to the reporting person on each vest date.
- (4) Represents an option in which 25% of the shares subject to the option shall become vested and exercisable one year after the date of grant and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.
- (5) Represents an option in which 1/3 of the shares subject to the option shall become vested and exercisable on February 20, 2010 and 2/3 of the shares subject to the option shall become vested and exercisable on February 20, 2011.
- 1/4 of the restricted stock unit granted on February 20, 2007 became vested on February 20, 2008 and vested share were delivered to the reporting person on February 21, 2008. The restricted stock unit will continue to vest quarterly and vested shares will be delivered to the reporting person on each vest date.
- (7) Includes 1,792 shares issued in January 2008 under the ALGN employee stock purchase plan.

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.