

PRESCOTT THOMAS M
Form 4
February 22, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRESCOTT THOMAS M

2. Issuer Name and Ticker or Trading Symbol
ALIGN TECHNOLOGY INC
[ALGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ALIGN TECHNOLOGY
INC., 2560 ORCHARD PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and CEO

SAN JOSE, CA 95131

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

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

(City) (State) (Zip)

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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/20/2013 | 02/20/2013 | C | 25,625 | A \$ 0 | 184,892 | D |
| Common Stock | 02/20/2013 | 02/20/2013 | F | 13,372 | D \$ 31.73 | 171,520 | D |

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

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | (A) | (D) | |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2013 | 02/20/2013 | C | | 10,000 | Common Stock 10,000 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2013 | 02/20/2013 | C | | 15,625 | Common Stock 15,625 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2013 | 02/20/2013 | A | 55,000 | | Common Stock 55,000 |
| Market Stock Unit | \$ 0.0001 (1) | 02/20/2013 | 02/20/2013 | A | 112,500 | | Common Stock 112,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRESCOTT THOMAS M C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131 | | | President and CEO | |

Signatures

/s/ Roger E. George Atty-In-Fact for Thomas M.
Prescott

02/21/2013

**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) 1/4th of the restricted stock unit granted on February 20, 2009 became vested on February 20, 2013 and shares were delivered to reporting person on that date.

(3) 1/4th of the restricted stock unit granted on February 20, 2012 became vested on February 20, 2013 and shares were delivered to reporting person on that date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(4) 1/4th of the restricted stock unit will become vested on February 20, 2014 and 1/4th of the restricted stock unit will vest annually thereafter. Shares will be delivered to reporting person on each vest date.

(5) Represents the maximum number of shares which may be issued under the market stock unit. All of the shares which may be issued under the market stock unit will vest on the last day of the third year of the Performance Period (as defined in the market stock unit agreement).

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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