

PRESCOTT THOMAS M
Form 4
February 24, 2010

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2010

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

C/O ALIGN TECHNOLOGY INC, 881 MARTIN AVENUE
(Street)

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

SANTA CLARA, CA 95050

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/20/2010 | 02/20/2010 | C | 38,501 | A \$ 0 | 218,062 (1) | D |
| Common Stock | 02/20/2010 | 02/20/2010 | F | 17,974 | D \$ 17.94 | 200,080 | D |

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

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SEC 1474 (9-02)

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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 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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Right to Buy (Common Stock) | \$ 17.94 | 02/19/2010 | 02/19/2010 | A | 175,000 | 02/19/2011 ⁽²⁾ | 02/19/2020 | | | Common Stock |
| Restricted Stock Unit | \$ 0.0001 ⁽³⁾ | 02/19/2010 | 02/19/2010 | A | 60,000 | ⁽⁴⁾ | ⁽⁴⁾ | | | Common Stock |
| Restricted Stock Unit | \$ 0.0001 ⁽³⁾ | 02/20/2010 | 02/20/2010 | C | 10,000 | ⁽⁵⁾ | ⁽⁵⁾ | | | Common Stock |
| Restricted Stock Unit | \$ 0.0001 ⁽³⁾ | 02/20/2010 | 02/20/2010 | C | 2,500 | ⁽⁶⁾ | ⁽⁶⁾ | | | Common Stock |
| Restricted Stock Unit | \$ 0.0001 ⁽³⁾ | 02/20/2010 | 02/20/2010 | C | 14,001 | ⁽⁷⁾ | ⁽⁷⁾ | | | Common Stock |
| Restricted Stock Unit | \$ 0.0001 ⁽³⁾ | 02/20/2010 | 02/20/2010 | M | 12,000 | ⁽⁸⁾ | ⁽⁸⁾ | | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRESCOTT THOMAS M C/O ALIGN TECHNOLOGY INC 881 MARTIN AVENUE SANTA CLARA, CA 95050 | X | | President and CEO | |

Signatures

Roger E. George, Atty-in-Fact for Thomas M. Prescott 02/24/2010

^{__}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) Includes 381 shares acquired under the ALGN ESPP on January 29, 2010.
- (2) 1/4th 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 vest each month thereafter.

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- (3) Represents par value of ALGN Common Stock
- (4) 1/4th of the restricted stock unit will vest one year after the date of grant and 1/4th of the restricted stock unit will vest annually thereafter. Shares will be delivered to reporting person on each vest date.
1/4th of the restricted stock unit granted on February 20, 2009 became vested on February 20, 2010 and shares were delivered to reporting person on February 22, 2010. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (5) 1/16th of the restricted stock unit granted on February 20, 2007 became vested on February 20, 2010 and shares were delivered to reporting person on February 22, 2010. The restricted stock unit will continue to vest quarterly and shares will be delivered to reporting person on each vest date.
- (6) 1/3rd of the restricted stock unit granted on February 20, 2008 became vested on February 20, 2010 and shares were delivered to reporting person on February 22, 2010. The restricted stock unit will vest on February 20, 2011 and shares will be delivered to reporting person on such date.
- (7) 1/4th of the restricted stock unit granted on February 20, 2008 became vested on February 20, 2010 and shares were delivered to reporting person on February 22, 2010. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (8)

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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