

ALIGN TECHNOLOGY INC
Form 4
February 20, 2014

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 *
GEORGE ROGER E

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)
02/18/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Legal Affairs & Gen Counsel

**C/O ALIGN TECHNOLOGY
INC, 2560 ORCHARD PARKWAY**

(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

SAN JOSE, CA 95131

(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) Code V Amount Price | | | |
| Common Stock | 02/18/2014 | 02/18/2014 | M | 4,000 A \$ 0 | 4,215 ⁽¹⁾ | D | |
| Common Stock | 02/18/2014 | 02/18/2014 | F | 1,504 D \$ 55.32 | 2,711 | D | |
| Common Stock | 02/18/2014 | 02/18/2014 | M | 9,000 A \$ 0 | 11,711 | D | |
| Common Stock | 02/18/2014 | 02/18/2014 | F | 3,588 D \$ 55.32 | 8,123 | D | |
| Common Stock | 02/19/2014 | 02/19/2014 | M | 2,833 A \$ 0 | 10,956 | D | |

Common Stock 02/19/2014 02/19/2014 F 1,479 D \$ 53.8 9,477 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0.0001 (2) | 02/18/2014 | 02/18/2014 | M | 4,000 | (3) 02/18/2014 | Common Stock | 4,000 |
| Market Stock Unit | \$ 0.0001 (2) | 02/18/2014 | 02/18/2014 | M | 9,000 | (4) 02/18/2014 | Common Stock | 9,000 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/19/2014 | 02/19/2014 | M | 2,833 | (5) 02/19/2014 | Common Stock | 2,833 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GEORGE ROGER E C/O ALIGN TECHNOLOGY INC 2560 ORCHARD PARKWAY SAN JOSE, CA 95131 | | | VP Legal Affairs & Gen Counsel | |

Signatures

Roger E. George 02/20/2014

**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 148 shares acquired on July 31, 2013 and 67 shares acquired on January 31, 2014 under the ALGN Employee Stock Purchase Plan.
- (2) Represents par value of ALGN common stock
- (3) 1/3rd of the restricted stock unit granted on February 18, 2011 became vested on February 18, 2014 and shares were delivered to reporting person on such vest date.
- (4) 50% of the market stock unit granted on February 18, 2011 became vested on February 18, 2014 and shares were delivered to reporting person on such vest date.
- (5) 1/4th of the restricted stock unit granted on February 19, 2010 became vested on February 19, 2014 and shares were delivered to reporting person on such vest date.

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.