

ALIGN TECHNOLOGY INC

Form 4

February 24, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wright Emory

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)
02/20/2014

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP, Operations

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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 02/20/2014 | 02/20/2014 | M | | 4,225 | A \$ 0 | 31,962 D |
| Common Stock | 02/20/2014 | 02/20/2014 | F | | 2,205 | D \$ 53.52 | 29,757 D |
| Common Stock | 02/20/2014 | 02/20/2014 | M | | 7,500 | A \$ 0 | 37,257 D |
| Common Stock | 02/20/2014 | 02/20/2014 | F | | 3,914 | D \$ 53.52 | 33,343 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)

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 | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2014 | 02/20/2014 | M | | | 4,225 | (2) | (2) | Common Stock | 4,225 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2014 | 02/20/2014 | M | | | 7,500 | (3) | (3) | Common Stock | 7,500 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2014 | 02/20/2014 | A | | 15,750 | | (4) | (4) | Common Stock | 15,750 |
| Restricted Stock Unit | \$ 0.0001 (1) | 02/20/2014 | 02/20/2014 | A | | 8,100 | | (5) | (5) | Common Stock | 8,100 |
| Market Stock Unit | \$ 0.0001 (1) | 02/20/2014 | 02/20/2014 | A | | 23,625 | | (6) | (6) | Common Stock | 23,625 |
| Market Stock Unit | \$ 0.0001 (1) | 02/20/2014 | 02/20/2014 | A | | 12,150 | | (6) | (6) | Common Stock | 12,150 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wright Emory C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131 | | | VP, Operations | |

Signatures

/s/ Roger E. George Atty-in-Fact for Emory M. Wright
02/24/2014

**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) Represents par value of ALGN common stock.

1/4th of the restricted stock unit granted on February 20, 2012 became vested on February 20, 2014 and shares were delivered to

(2) 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.

1/4th of the restricted stock unit granted on February 20, 2013 became vested on February 20, 2014 and shares were delivered to

(3) 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, 2015 and 1/4th of the restricted stock unit will vest annually thereafter. Shares will be delivered to reporting person on each vest date.

(5) 50% of the restricted stock unit will become vested on February 20, 2016 and 50% of the restricted stock unit will vest on February 20, 2017. Shares will be delivered to reporting person on each vest date.

(6) 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).

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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