

ALIGN TECHNOLOGY INC

Form 4

February 24, 2016

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2016

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP, Legal Affairs & GC

(Street)
SAN JOSE, CA 95131

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

(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	02/20/2016	02/20/2016	M		59,112	A	\$ 0	59,236 ⁽¹⁾	D	
Common Stock	02/20/2016	02/20/2016	F		29,075	D	\$ 63.29	30,161	D	

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	M			4,125	(3)	(3)	Common Stock	4,125
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	M			6,412	(4)	(4)	Common Stock	6,412
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	M			3,525	(5)	(5)	Common Stock	3,525
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	M			3,900	(6)	(6)	Common Stock	3,900
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	M			2,675	(7)	(7)	Common Stock	2,675
Market Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	M			38,475	(8)	(8)	Common Stock	38,475
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	A		9,500		(9)	(9)	Common Stock	9,500
Market Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	A		14,250		(10)	(10)	Common Stock	14,250

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 & GC

Signatures

/s/ Roger E.
George
02/24/2016
Date
**Signature of Reporting Person

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 84 shares issued on July 31, 2015 and 40 shares issued on January 29, 2016 under the ALGN ESPP.
- (2) Represents par value of ALGN common stock.
- (3) 1/4th of the restricted stock unit granted on February 20, 2012 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016.
- (4) 1/4th of the restricted stock unit granted on February 20, 2013 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (5) 1/4th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (6) 1/2 of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 1/2 of the restricted stock unit will vest on February 20, 2017 and shares will be delivered to reporting person on such vest date.
- (7) 1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (8) Represents the maximum number of shares which may be issued under the market stock unit granted on February 20, 2013.
- (9) 1/4th of the restricted stock unit granted on February 20, 2016 became vested on February 20, 2017 and shares were delivered to reporting person on such vest date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (10) 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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