

PRESCOTT THOMAS M
Form 4
February 08, 2013

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 *
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)
02/06/2013

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/06/2013	02/06/2013	M	150,000	A \$ 18.73	278,783 ⁽¹⁾	D
Common Stock	02/06/2013	02/06/2013	M	129,739	A \$ 13	408,522	D
Common Stock	02/06/2013	02/06/2013	M	114,072	A \$ 7.81	522,594	D
Common Stock	02/06/2013	02/06/2013	S	393,811	D \$ 31.9457 ⁽²⁾	128,783	D

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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	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Right to Buy (Common Stock)	\$ 18.73	02/06/2013	02/06/2013	M		150,000		03/12/2005	03/12/2014	Common Stock	150,000
Right to Buy (Common Stock)	\$ 13	02/06/2013	02/06/2013	M		129,739		02/20/2010	02/20/2018	Common Stock	129,739
Right to Buy (Common Stock)	\$ 7.81	02/06/2013	02/06/2013	M		114,072		02/20/2010	02/20/2019	Common Stock	114,072

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	X President and CEO

Signatures

Roger E. George, Atty-in-Fact for Thomas M.
Prescott 02/08/2013

**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) Includes 692 shares acquired on July 31, 2012 and 169 shares acquired on January 13, 2013 under the ALGN ESPP.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.63 to \$32.45, inclusive. The reporting person undertakes to provide Align Technology, Inc., any security holder of Align Technology, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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