

LEMAITRE VASCULAR INC
 Form 3
 October 18, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HOUSATONIC EQUITY INVESTORS LP/MA			(Month/Day/Year)	LEMAITRE VASCULAR INC [LMAT]	
(Last)	(First)	(Middle)	10/18/2006		
44 MONTGOMERY STREET, SUITE 4010			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
SAN FRANCISCO,Â CAÂ 94104			5. If Amendment, Date Original Filed(Month/Day/Year)		
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input checked="" type="checkbox"/> Form filed by One Reporting Person		
			<input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	113,798	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	07/31/2000 ⁽¹⁾	06/30/2010	Common Stock	2,000	\$ 3.625	D	Â
Stock Option (Right to Buy)	05/17/2002 ⁽¹⁾	05/16/2012	Common Stock	3,500	\$ 7.03	D	Â
Stock Option (Right to Buy)	05/30/2003 ⁽¹⁾	05/29/2013	Common Stock	3,500	\$ 7.86	D	Â
Stock Option (Right to Buy)	01/27/2005 ⁽¹⁾	01/26/2015	Common Stock	1,503	\$ 10.45	D	Â
Stock Option (Right to Buy)	07/20/2005 ⁽¹⁾	07/19/2015	Common Stock	1,327	\$ 11.3	D	Â
Stock Option (Right to Buy)	04/26/2006 ⁽²⁾	04/25/2013	Common Stock	8,170	\$ 12.37	D	Â
Series A Preferred Stock	Â ⁽³⁾	Â ⁽³⁾	Common Stock	63,731 ⁽⁴⁾	\$ ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOUSATONIC EQUITY INVESTORS LP/MA 44 MONTGOMERY STREET, SUITE 4010 SAN FRANCISCO, CA 94104	Â	Â X	Â	Â

Signatures

/s/ Aaron M. Grossman
Attorney-in-Fact

10/18/2006

 Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) This option is exercisable and vests over a five year period at a rate of 20% after one year of service from the date listed on the table, and the balance vesting in equal annual installments over the remaining 4 years. These options shall continue to vest as described above to the extent a representative of Housatonic Equity Investors, L.P. continues to perform services for the Company.

(2) This option is exercisable and vests over a three year period at a rate of 33 1/3% after one year of service from the date listed on the table, and the balance vesting in equal annual installments over the remaining 2 years. These options shall continue to vest as described above to the extent a representative of Housatonic Equity Investors, L.P. continues to perform services for the Company.

(3) The preferred stock is convertible at any time, at the holder's election, and automatically upon consummation of the Issuer's Initial Public Offering, on a twenty-for-one basis and has no expiration date.

(4) The shares listed on the table will convert into 1,274,620 shares of common stock at the holder's election and automatically upon the consummation of the Issuer's Initial Public Offering.

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Remarks:

ExhibitÂ Index

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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