

LEMAITRE VASCULAR INC
 Form 3
 April 29, 2008

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 * Â Linden Robert V (Last) (First) (Middle) C/O LEMAITRE VASCULAR, INC., Â 63 SECOND AVENUE (Street) BURLINGTON, Â MA Â 01803 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/25/2008 | 3. Issuer Name and Ticker or Trading Symbol LEMAITRE VASCULAR INC [LMAT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, North American Sales | 5. If Amendment, Date Original Filed(Month/Day/Year) | 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 | 469 | D | Â |
| Common Stock | 1,000 ⁽¹⁾ | D | Â |
| Common Stock | 2,300 ⁽²⁾ | D | Â |
| Common Stock | 491 ⁽³⁾ | D | Â |

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

SEC 1473 (7-02)

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

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| 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | 09/06/2002 ⁽⁴⁾ | 09/05/2012 | Common Stock | 2,000 | \$ 7.44 | D | Â |
| Stock Option (Right to Buy) | 02/27/2004 ⁽⁴⁾ | 02/26/2014 | Common Stock | 1,250 | \$ 8.73 | D | Â |
| Stock Option (Right to Buy) | 01/27/2005 ⁽⁴⁾ | 01/26/2015 | Common Stock | 1,000 | \$ 10.45 | D | Â |
| Stock Option (Right to Buy) | 07/20/2005 ⁽⁴⁾ | 07/19/2015 | Common Stock | 1,770 | \$ 11.3 | D | Â |
| Stock Option (Right to Buy) | 12/22/2005 ⁽⁴⁾ | 12/21/2015 | Common Stock | 2,000 | \$ 11.78 | D | Â |
| Stock Option (Right to Buy) | 01/26/2006 ⁽⁴⁾ | 01/25/2013 | Common Stock | 500 | \$ 11.84 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Linden Robert V C/O LEMAITRE VASCULAR, INC. 63 SECOND AVENUE BURLINGTON, MA 01803 | Â | Â | Â VP, North American Sales | Â |

Signatures

/s/ Christopher H. Martin
Attorney-in-Fact

04/29/2008

__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).

These shares represent the remaining unvested balance of restricted stock units issued on December 22, 2006, pursuant to a restricted stock unit agreement between LeMaitre Vascular, Inc. and Robert V. Linden. The 1,500 restricted stock units originally issued vest over a

(1) three-year period at a rate of one-third on the anniversary of the issuance date, with the balance vesting in equal annual installments over the remaining two years. In order to satisfy tax withholding obligations incurred upon the vesting of the first third of these restricted stock units on December 22, 2007, 148 of the 500 shares vesting on that date were withheld by the issuer.

These shares represent restricted stock units issued on May 2, 2007, pursuant to a restricted stock unit agreement between LeMaitre Vascular, Inc. and Robert V. Linden. The restricted stock units vest over a five-year period at a rate of 20% on the anniversary of the issuance date, with the balance vesting in equal annual installments over the remaining four years.

(2)

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- These shares represent restricted stock units issued on July 18, 2007, pursuant to a restricted stock unit agreement between LeMaitre
- (3) Vascular, Inc. and Robert V. Linden. The restricted stock units vest over a five-year period at a rate of 20% on the anniversary of the issuance date, with the balance vesting in equal annual installments over the remaining four years.
 - (4) This stock option is exercisable and vests over a five-year period at a rate of 20% on the anniversary of the date listed in the table, with the balance vesting in equal annual installments over the remaining four years.

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Remarks:

ExhibitÂ IndexÂ 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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