

PRESCOTT THOMAS M
Form 4
February 23, 2011

FORM 4

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

OMB APPROVAL

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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

(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)
02/19/2011

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

C/O ALIGN TECHNOLOGY INC., 881 MARTIN AVE.

(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

SANTA CLARA, CA 95050

(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 | 02/19/2011 | 02/19/2011 | C | | 15,000 | A | \$ 0 | 222,531 ⁽¹⁾ | D |
| Common Stock | 02/19/2011 | 02/19/2011 | F | | 7,003 | D | \$ 20.79 | 215,528 | D |
| Common Stock | 02/20/2011 | 02/20/2011 | C | | 52,499 | A | \$ 0 | 268,027 | D |
| Common Stock | 02/20/2011 | 02/20/2011 | F | | 23,547 | D | \$ 20.79 | 244,480 | D |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0.0001 (2) | 02/19/2011 | 02/19/2011 | C | 15,000 | (3) (3) | Common Stock | 15,000 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2011 | 02/20/2011 | C | 2,500 | (4) (4) | Common Stock | 2,500 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2011 | 02/20/2011 | C | 12,000 | (5) (5) | Common Stock | 12,000 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2011 | 02/20/2011 | C | 27,999 | (6) (6) | Common Stock | 27,999 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2011 | 02/20/2011 | C | 10,000 | (7) (7) | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRESCOTT THOMAS M C/O ALIGN TECHNOLOGY INC. 881 MARTIN AVE. SANTA CLARA, CA 95050 | X | | President and CEO | |

Signatures

/s/ Roger E. George Atty-In-Fact for Thomas M.
Prescott

02/23/2011

**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 396 shares acquired under the ALGN Employee Stock Purchase Plan on January 31, 2011.

(2) Represents par value of ALGN common stock

(3) 1/4th of the restricted stock unit granted on February 19, 2010 became vested on February 19, 2011 and shares were delivered to reporting person on February 22, 2011. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(4) 1/16th of the restricted stock unit granted on February 20, 2007 became vested on February 20, 2011 and shares were delivered to reporting person on February 22, 2011.

(5) 1/4th of the restricted stock unit granted on February 20, 2008 became vested on February 20, 2011 and shares were delivered to reporting person on February 22, 2011. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(6) 2/3rd of the restricted stock unit granted on February 20, 2008 became vested on February 20, 2011 and shares were delivered to reporting person on February 22, 2011.

(7) 1/4th of the restricted stock unit granted on February 20, 2009 became vested on February 20, 2011 and shares were delivered to reporting person on February 22, 2011. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

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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