

ALIGN TECHNOLOGY INC
Form 4
February 22, 2008

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 *
Clark Sonia

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)
02/20/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0.0001 <u>(1)</u>	02/20/2008	02/20/2008	A	10,000		<u>(2)</u>	<u>(2)</u>	Common Stock	10,000
Restricted Stock Unit	\$ 0.0001 <u>(1)</u>	02/20/2008	02/20/2008	A	10,000		<u>(3)</u>	<u>(3)</u>	Common Stock	10,000
Right to Buy (Common Stock)	\$ 13	02/20/2008	02/20/2008	A	30,000		02/20/2009 ⁽⁴⁾	02/20/2018	Common Stock	30,000
Right to Buy (Common Stock)	\$ 13	02/20/2008	02/20/2008	A	34,000		02/20/2010 ⁽⁵⁾	02/20/2018	Common Stock	34,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Sonia C/O ALIGN TECHNOLOGY, INC. 881 MARTIN AVE. SANTA CLARA, CA 95050			VP, Human Resources	

Signatures

Roger E. George, Atty-in-Fact for Sonia Clark

 **Signature of Reporting Person

02/22/2008

 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) Represents par value of ALGN common stock
- (2) 1/4 of the restricted stock unit will vest on February 20, 2009 and 1/16th of the restricted stock until will vest each quarter thereafter. Vested shares will be delivered to the reporting person on each vest date.
- (3) 1/3 of the restricted stock unit will become vested on February 20, 2010 and 2/3 of the restricted stock unit will become vested on February 20, 2011. Vested shares will be delivered to the reporting person on each vest date.
- (4) Represents an option in which 25% of the shares subject to the option shall become vested and exercisable one year after the date of grant and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

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- (5) Represents an option in which 1/3 of the shares subject to the option shall become vested and exercisable on February 20, 2010 and 2/3 of the shares subject to the option shall become vested and exercisable on February 20, 2011.

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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