

LEMAITRE VASCULAR INC
Form 3/A
June 20, 2008

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Thorndike William N Jr</p> <p>(Last) (First) (Middle)</p> <p>C/O LEMAITRE VASCULAR, INC.,Â 63 SECOND AVENUE</p> <p>(Street)</p> <p>BURLINGTON,Â MAÂ 01803</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/19/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LEMAITRE VASCULAR INC [LMAT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/20/2008</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	1,275,850	I	See Footnote ⁽¹⁾
Common Stock	1,666 ⁽²⁾	I	See Footnote ⁽¹⁾

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)

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	07/31/2000 ⁽³⁾	06/30/2010	Common Stock	2,000	\$ 3.625	I	See Footnote ⁽⁴⁾
Stock Option (Right to Buy)	05/17/2002 ⁽³⁾	05/16/2012	Common Stock	3,500	\$ 7.03	I	See Footnote ⁽⁴⁾
Stock Option (Right to Buy)	05/30/2003 ⁽³⁾	05/29/2013	Common Stock	3,500	\$ 7.86	I	See Footnote ⁽⁴⁾
Stock Option (Right to Buy)	01/27/2005 ⁽³⁾	01/26/2015	Common Stock	1,503	\$ 10.45	I	See Footnote ⁽⁴⁾
Stock Option (Right to Buy)	07/20/2005 ⁽³⁾	07/19/2015	Common Stock	1,327	\$ 11.3	I	See Footnote ⁽⁴⁾
Stock Option (Right to Buy)	04/26/2006 ⁽⁵⁾	04/25/2013	Common Stock	8,170	\$ 12.37	I	See Footnote ⁽⁴⁾
Stock Option (Right to Buy)	07/18/2007 ⁽⁵⁾	07/18/2014	Common Stock	7,500	\$ 6.1	I	See Footnote ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thorndike William N Jr C/O LEMAITRE VASCULAR, INC. 63 SECOND AVENUE BURLINGTON, MA 01803	Â X	Â	Â	Â

Signatures

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

06/20/2008

 **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).

(1) These shares are held by Housatonic Equity Investors L.P. Housatonic Equity Partners I, LLC is the general partner of Housatonic Equity Investors L.P., and William N. Thorndike, Jr. is the managing director of Housatonic Equity Partners I, LLC and a limited partner of Housatonic Equity Investors L.P. In such capacities the reporting person may be deemed to share voting and investment power with respect to the securities held of record by Housatonic Equity Investors L.P. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and the reporting herein of such securities shall not be construed as an admission of beneficial ownership thereof for purposes of Section 16 or for any other purpose.

(2) 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 Housatonic Equity Investors L.P. The 2,500 restricted stock units originally issued vest over a 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.

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- (3) This option is exercisable and vests over a five-year period at a rate of 20% on the anniversary of the date listed on the table, with the balance vesting in equal annual installments over the remaining four years. This option 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.

- (4) This option is held by Housatonic Equity Investors L.P. Housatonic Equity Partners I, LLC is the general partner of Housatonic Equity Investors L.P., and William N. Thorndike, Jr. is the managing director of Housatonic Equity Partners I, LLC and a limited partner of Housatonic Equity Investors L.P. In such capacities the reporting person may be deemed to share voting and investment power with respect to the securities held of record by Housatonic Equity Investors L.P. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and the reporting herein of such securities shall not be construed as an admission of beneficial ownership thereof for purposes of Section 16 or for any other purpose.

- (5) This option is exercisable and vests over a three-year period at a rate of 33 1/3% on the anniversary of the date listed on the table, with the balance vesting in equal annual installments over the remaining two years. This option 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.

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Remarks:

AmendmentÂ filedÂ toÂ includeÂ 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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