

ALIGN TECHNOLOGY INC

Form 4

February 22, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Azadeh Afsaneh

(Last) (First) (Middle)

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

(Street)

SANTA CLARA, CA 95050

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ALIGN TECHNOLOGY INC
[ALGN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Information Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
				(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 Securities
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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		7,500		<u>(2)</u>	<u>(2)</u>	Common Stock	7,500
Restricted Stock Unit	\$ 0.0001 <u>(1)</u>	02/20/2008	02/20/2008	A		3,000		<u>(3)</u>	<u>(3)</u>	Common Stock	3,000
Right to buy (Common Stock)	\$ 13	02/20/2008	02/20/2008	A		25,000		02/20/2009 <u>(4)</u>	02/20/2018	Common Stock	25,000
Right to Buy (Common Stock)	\$ 13	02/20/2008	02/20/2008	A		10,000		02/20/2010 <u>(5)</u>	02/20/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Azadeh Afsaneh C/O ALIGN TECHNOLOGY, INC. 881 MARTIN AVE. SANTA CLARA, CA 95050			Chief Information Officer	

Signatures

Roger E. George, Atty-in-Fact for Afsaneh Azadeh 02/22/2008

****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) 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 unit will vest quarterly thereafter. Vested shares will be delivered to the reporting person each vest date.
- (3) 1/3 of the restricted stock unit will vest on February 20, 2010 and 2/3 of the restricted stock unit will vest on February 20, 2011. Vested shares will be delivered to 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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