

ALIGN TECHNOLOGY INC
Form 3
September 22, 2009

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 *

^ DANAHER CORP /DE/

(Last) (First) (Middle)

2099 PENNSYLVANIA AVENUE, NW, ^ 12TH FLOOR

(Street)

WASHINGTON, ^ DC ^ 20006

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/22/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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

8,437,132 ⁽¹⁾

D ^

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANAHER CORP /DE/ 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006	^	^ X	^	^

Signatures

James F. O'Reilly, Associate General Counsel and Secretary	09/22/2009
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__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).

On August 16, 2009, the Reporting Person entered into a Stock Purchase Agreement with the Issuer in connection with the settlement of certain litigation pursuant to which the Issuer would grant to the Reporting Person at no additional cost 7,586,489 fully paid and nonassessable shares of Issuer common stock (the "Shares"). With respect to the Shares, 5,561,489 were issued to the Reporting Person (1) on August 17, 2009, and the balance of 2,025,000 (the "Second Tranche Shares") are to be issued to the Reporting Person upon receipt of clearance under the Hart-Scott-Rodino Antitrust Improvements Act, as amended (the "HSR Act") and fulfillment of certain other conditions. The waiting period under the HSR Act expired at 11:59 p.m. (EDT) on September 21, 2009. On September 22, 2009 the Issuer issued the Second Tranche Shares to the Reporting Person.

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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