

Thorndike William N Jr
 Form 4
 March 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Thorndike William N Jr

2. Issuer Name and Ticker or Trading Symbol
 LEMAITRE VASCULAR INC
 [LMAT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O LEMAITRE VASCULAR,
 INC., 63 SECOND AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2013

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

BURLINGTON, MA 01803

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

(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)
Common Stock	03/01/2013		M	1,709 A	\$ 5.85 1,709	I	See footnote (1)
Common Stock	03/01/2013		S	1,709 D	\$ 6.022 (2) 0	I	See footnote (1)
Common Stock	03/04/2013		M	8,291 A	\$ 5.85 8,291	I	See footnote (1)
Common	03/04/2013		S	8,291 D	\$ 6.05 0	I	See

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Stock					(3)			footnote (1)
Common Stock	03/04/2013	M	3,271	A	\$ 3.4	3,271	I	See footnote (1)
Common Stock	03/04/2013	S	3,271	D	\$ 6.031 (4)	0	I	See footnote (1)
Common Stock	03/05/2013	M	1,200	A	\$ 3.4	1,200	I	See footnote (1)
Common Stock	03/05/2013	S	1,200	D	\$ 6.0783 (5)	0	I	See footnote (1)
Common Stock	03/06/2013	M	10,529	A	\$ 3.4	10,529	I	See footnote (1)
Common Stock	03/06/2013	M	15,000	A	\$ 3	25,529	I	See footnote (1)
Common Stock	03/06/2013	S	4,000	D	\$ 6.03 (9)	21,529	I	See footnote (1)
Common Stock						87,202	D	

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title

Amount or Number of Shares

Stock Option (Right to Buy)	\$ 5.85	03/01/2013	M	1,709	07/26/2010 ⁽⁶⁾	03/06/2013 ⁽⁷⁾	Common Stock	1,709
Stock Option (Right to Buy)	\$ 5.85	03/04/2013	M	8,291	07/26/2010 ⁽⁶⁾	03/06/2013 ⁽⁷⁾	Common Stock	8,291
Stock Option (Right to Buy)	\$ 3.4	03/04/2013	M	3,271	09/01/2008 ⁽⁶⁾	03/06/2013 ⁽⁷⁾	Common Stock	3,271
Stock Option (Right to Buy)	\$ 3.4	03/05/2013	M	1,200	09/01/2008 ⁽⁶⁾	03/06/2013 ⁽⁷⁾	Common Stock	1,200
Stock Option (Right to Buy)	\$ 3.4	03/06/2013	M	10,529	09/01/2008 ⁽⁶⁾	03/06/2013 ⁽⁷⁾	Common Stock	10,529
Stock Option (Right to Buy)	\$ 3	03/06/2013	M	15,000	07/27/2009 ⁽⁶⁾	03/06/2013 ⁽⁷⁾	Common Stock	15,000

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	X			

Signatures

/s/ Laurie Churchill,
Attorney-in-Fact

03/06/2013

**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) 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 a 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

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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.

The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$6.00 to \$6.04.

- (2) The reporting person undertakes to provide to the issuer, any securityholder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and price at which the transaction was effected.

The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$6.05 to \$6.06.

- (3) The reporting person undertakes to provide to the issuer, any securityholder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and price at which the transaction was effected.

The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$6.00 to \$6.09.

- (4) The reporting person undertakes to provide to the issuer, any securityholder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and price at which the transaction was effected.

The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$6.05 to \$6.09.

- (5) The reporting person undertakes to provide to the issuer, any securityholder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and price at which the transaction was effected.

To the extent outstanding, this option is fully vested and exercisable. Any unvested portion of the original grant was forfeited on December 6, 2012 because the reporting person ceased serving on the Board of Directors of the Issuer as a representative of Housatonic Equity Investors L.P. on such date. The Reporting Person rejoined the Board of Directors of the Issuer on December 9, 2012 strictly in an individual capacity.

- (6)

Because the reporting person ceased serving on the Board of Directors of the Issuer as a representative of Housatonic Equity Investors L.P. on December 6, 2012, such option will no longer be exercisable, and will be forfeited if not sooner exercised, as of March 6, 2013. The Reporting Person rejoined the Board of Directors of the Issuer on December 9, 2012 strictly in an individual capacity.

- (7)

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 a 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.

- (8)

The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$6.00 to \$6.13.

- (9) The reporting person undertakes to provide to the issuer, any securityholder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and price at which the transaction was effected.

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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