

ALIGN TECHNOLOGY INC

Form 4

February 24, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Graham John Patrick

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)
C/O ALIGN TECHNOLOGY
INC., 2560 ORCHARD PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2015

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP, Mktg & CMO

(Street)
SAN JOSE, CA 95131

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/20/2015	02/20/2015	M		1,813	A \$ 0.0001 <u>(1)</u>	1,813	D	
Common Stock	02/20/2015	02/20/2015	F		674	D \$ 56.81	1,139	D	

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

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(9-02)

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2015	02/20/2015	M	1,813	(2)	(2)	Common Stock 1,813
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2015	02/20/2015	A	4,000	(3)	(3)	Common Stock 4,000
Market Stock Unit	\$ 0.0001 (1)	02/20/2015	02/20/2015	A	6,000	(4)	(4)	Common Stock 6,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Graham John Patrick C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131	VP, Mktg & CMO

Signatures

Roger E. George Atty-in-Fact for John P. Graham
02/24/2015

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) 1/4th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2015 and shares were delivered to reporting person on such date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(3) 1/4th of the restricted unit granted on February 20, 2016 will become vested on February 20, 2016 and shares will be delivered to reporting person on such date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(4) Represents the maximum number of shares which may be issued under the market stock unit. All of the shares which may be issued under the market stock unit will vest on the last day of the third year of the Performance Period (as defined in the market stock unit agreement).

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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