ALIGN TECHNOLOGY INC

Form 4

February 24, 2016

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Relic Zelko

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

ALIGN TECHNOLOGY INC

5. Relationship of Reporting Person(s) to

Issuer

below)

[ALGN]

3. Date of Earliest Transaction

(Month/Day/Year) 02/20/2016

(Check all applicable)

VP, R&D

below)

Director 10% Owner X_ Officer (give title Other (specify

C/O ALIGN TECHNOLOGY INC., 2560 ORCHARD PARKWAY

(State)

(First)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN JOSE, CA 95131

		Tabi	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficient any Owned						
1.Title of		Transaction Date 2A. Deemed 3. 4. Securities Acquired		•	5. Amount of	6. Ownership			
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
		· · · · · ·	· ·				Following	(Instr. 4)	(Instr. 4)
							Reported	,	,
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(IIIsti. 5 and 4)		
Common	02/20/2016	02/20/2016	M	3,750	A	\$ 0	14,987 <u>(1)</u>	D	
Stock									
Common Stock	02/20/2016	02/20/2016	F	1,410	D	\$ 63.29	13,577	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 orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	M		250	(3)	(3)	Common Stock	250
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	M		500	<u>(4)</u>	<u>(4)</u>	Common Stock	500
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	M		3,000	(5)	<u>(5)</u>	Common Stock	3,000
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	A	10,000		<u>(6)</u>	<u>(6)</u>	Common Stock	10,000
Market Stock Unit	\$ 0.0001 (2)	02/20/2016	02/20/2016	A	15,000		<u>(7)</u>	<u>(7)</u>	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
F-	Director	10% Owner	Officer	Other		
Relic Zelko						
C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY			VP, R&D			

Signatures

SAN JOSE, CA 95131

/s/ Roger E. George Atty-In-Fact for Zelko Relic 02/24/2016

**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) Includes 453 shares issued on January 29, 2016 under the ALGN ESPP.
- (2) Represents par value of ALGN common stock.

1/4th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2016 and shares were delivered to

(3) reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

(4)

Reporting Owners 2

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1/2 of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. 1/2 of the restricted stock unit will vest on February 20, 2017 and shares will be delivered to reporting person on such vest date.

- 1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2016 and shares were delivered to reporting person on February 22, 2016. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- 1/4th of the restricted stock unit granted on February 20, 2016 became vested on February 20, 2017 and shares were delivered to

 (6) reporting person on such vest date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.