

GEORGE ROGER E
Form 4
February 23, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGE ROGER E

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Legal & Gen. Counsel

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

(Street)

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

SANTA CLARA, CA 95050

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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 Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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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> | 02/18/2011 | 02/18/2011 | A | 12,000 | <u>(2)</u> | <u>(2)</u> | Common Stock | 12,000 |
| Market Stock Unit | \$ 0.0001 <u>(1)</u> | 02/18/2011 | 02/18/2011 | A | 18,000 <u>(3)</u> | <u>(4)</u> | <u>(4)</u> | Common Stock | 18,000 <u>(3)</u> |
| Right to Buy (Common Stock) | \$ 20.79 | 02/18/2011 | 02/18/2011 | A | 20,500 | 02/18/2012 <u>(5)</u> | 02/18/2018 | Common Stock | 20,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

GEORGE ROGER E
C/O ALIGN TECHNOLOGY INC.
881 MARTIN AVE.
SANTA CLARA, CA 95050

Director 10% Owner Officer Other

VP, Legal & Gen. Counsel

Signatures

/s/ Roger E.
George

02/22/2011

**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) 1/3rd of the restricted stock unit will become vested one year after the date of grant and 1/3rd of the restricted stock unit will vest annually thereafter. Shares will be delivered to reporting person on each vest date.
 - (3) Represents the maximum number of shares which may be issued under the market stock unit. The actual number of shares to be issued on each vest date will depend on the Issuer's stock price performance as compared to the NASDAQ Composite Index performance calculated as of each vesting date.
 - (4) 50% of the shares which may be issued under the market stock unit will vest on the last day of the second year of the Performance Period (as defined in the market stock unit agreement) and 50% of the shares which may be issued under the market stock unit will vest on the last day of the Performance Period.
 - (5) 1/4th 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 will become vested and exercisable each month thereafter.

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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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