ALIGN TECHNOLOGY INC

Form 4 May 16, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

COLLINS DAVID E

ALIGN TECHNOLOGY INC

(Check all applicable)

[ALGN]

(Middle)

3. Date of Earliest Transaction

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

C/O ALIGN TECHNOLOGY INC, 881 MARTIN AVENUE

(First)

(Street)

4. If Amendment, Date Original

05/15/2008

(Month/Day/Year)

Symbol

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SANTA CLARA, CA 95050

(City) (State) (Zip) 3.

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

05/15/2008

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Common Stock

05/15/2008

 \mathbf{C} 3,000 Α

\$0 31,000 D

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit	\$ 0.0001 (1)	05/15/2008	05/15/2008	C		3,000	(2)	(2)	Common Stock	3,00
Restricted Stock Unit	\$ 0.0001 (1)	05/15/2008	05/15/2008	A	3,000		(3)	(3)	Common Stock	3,00
Right to Buy (Stock Option)	\$ 12.89	05/15/2008	05/15/2008	A	10,000		<u>(4)</u>	05/15/2018	Common Stock	10,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
COLLINS DAVID E C/O ALIGN TECHNOLOGY INC 881 MARTIN AVENUE SANTA CLARA, CA 95050	X						

Signatures

Roger E. George, Atty-in-Fact for David E.
Collins

05/16/2008

**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) All of the shares subject to the Restricted Stock Unit granted on May 23, 2007 became vested and exercisable on May 15, 2008. Vested shares were delivered to Reporting Person on that date.
- All of the shares subject to the Restricted Stock Unit shall become vested and exercisable on the earlier of (i) one year after the date of grant or (ii) the date of the ALGN Annual Meeting of Stockholders to be held in 2009. Vested shares will be delivered to Reporting Person on the vest date.
- (4) Represents an option in which all of the shares subject to the option shall become vested and exercisable on the earlier of (i) one year after the date of grant or (ii) the date of the ALGN Annual Meeting of Stockholders to be held in 2009.

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.

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