

ALIGN TECHNOLOGY INC

Form 4

February 23, 2017

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 *
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)
02/20/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP, Legal Affairs & GC

C/O ALIGN TECHNOLOGY
INC., 2560 ORCHARD PARKWAY

(Street)

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

SAN JOSE, CA 95131

(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	06/06/2016	06/06/2016	G		65	D	\$ 0	744 <u>(1)</u>	D
Common Stock	02/20/2017	02/20/2017	M		51,737	A	\$ 0	52,481	D
Common Stock	02/20/2017	02/20/2017	F		26,205	D	\$ 101.765	26,276	D

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2017	02/20/2017	M	6,412	(3) (3)	Common Stock 6,412
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2017	02/20/2017	M	3,525	(4) (4)	Common Stock 3,525
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2017	02/20/2017	M	3,900	(5) (5)	Common Stock 3,900
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2017	02/20/2017	M	2,675	(6) (6)	Common Stock 2,675
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2017	02/20/2017	M	2,375	(7) (7)	Common Stock 2,375
Market Stock Unit	\$ 0.0001 (2)	02/20/2017	02/20/2017	M	21,250	(8) (8)	Common Stock 21,150
Market Stock Unit	\$ 0.0001 (2)	02/20/2017	02/20/2017	M	11,700	(9) (9)	Common Stock 11,700
Restricted Stock Unit	\$ 0.0001 (2)	02/20/2017	02/20/2017	A	6,500	(10) (10)	Common Stock 6,500
Market Stock Unit	\$ 0.0001 (2)	02/20/2017	02/20/2017	A	13,000	(11) (11)	Common Stock 13,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GEORGE ROGER E C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131	VP, Legal Affairs & GC

Signatures

Roger E. George

02/22/2017

__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 93 shares issued on July 29, 2016 and 41 shares issued on January 31, 2017 under the ALGN ESPP.
- (2) Represents par value of ALGN common stock.
- (3) 1/4th of the restricted stock unit granted on February 20, 2013 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017.
- (4) 1/4th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (5) 1/2th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017.
- (6) 1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (7) 1/4th of the restricted stock unit granted on February 20, 2016 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (8) Represents the maximum number of shares issued under the market stock unit granted on February 20, 2014. Shares were delivered to reporting person on February 21, 2017.
- (9) Represents the maximum number of shares issued under the market stock unit granted on February 20, 2014. Shares were delivered to reporting person on February 21, 2017.
- (10) 1/4th of the restricted stock unit granted on February 20, 2017 will become vested on February 20, 2018 and shares were delivered to 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.
- (11) 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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