

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Olson Jennifer

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)
02/20/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP& Mng Dir. D-DCC

(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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 02/20/2017 | 02/20/2017 | M | 2,990 | A \$ 0 | 7,926 ⁽¹⁾ | D |
| Common Stock | 02/20/2017 | 02/20/2017 | F | 820 | D \$ 101.765 | 7,106 | 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
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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V | (A) | (D) | |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2017 | 02/20/2017 | M | | | 319 | (3) (4) Common Stock 319 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2017 | 02/20/2017 | M | | | 625 | (4) (5) Common Stock 625 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2017 | 02/20/2017 | M | | | 1,234 | (5) (6) Common Stock 1,234 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2017 | 02/20/2017 | M | | | 583 | (6) (7) Common Stock 583 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2017 | 02/20/2017 | M | | | 229 | (7) (8) Common Stock 229 |
| Restricted Stock Unit | \$ 0.0001 (2) | 02/20/2017 | 02/20/2017 | A | | 4,300 | | (8) (9) Common Stock 4,300 |
| Market Stock Unit | \$ 0.0001 (2) | 02/20/2017 | 02/20/2017 | A | | 8,600 | | (9) Common Stock 8,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Olson Jennifer C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131 | VP& Mng Dir. D-DCC |

Signatures

Roger E. George Atty-in-Fact for Jennifer Olson
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 453 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) 2/3rd 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) 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.

(9) 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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