

THERMAGE INC  
Form 4  
September 05, 2007

**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 \*  
WILSON GARY L /CA/

(Last) (First) (Middle)

C/O THERMAGE, INC., 25881 INDUSTRIAL BOULEVARD

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
THERMAGE INC [THRM]

3. Date of Earliest Transaction (Month/Day/Year)  
09/04/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

VP International Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 09/04/2007                           |  | X <sup>(1)</sup>               | 4,000 A \$ 1.1  | 8,695   | D  |                                   |
| Common Stock                    | 09/04/2007                           |  | S <sup>(1)</sup>               | 100 D \$ 7.26   | 8,595   | D  |                                   |
| Common Stock                    | 09/04/2007                           |  | S <sup>(1)</sup>               | 100 D \$ 7.3  | 8,495   | D  |                                   |
| Common Stock                    | 09/04/2007                           |  | S <sup>(1)</sup>               | 100 D \$ 7.32   | 8,395   | D  |                                   |
| Common Stock                    | 09/04/2007                           |  | S <sup>(1)</sup>               | 100 D \$ 7.34   | 8,295   | D  |                                   |

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|              |            |             |     |   |         |       |   |
|--------------|------------|-------------|-----|---|---------|-------|---|
| Common Stock | 09/04/2007 | <u>S(1)</u> | 600 | D | \$ 7.35 | 7,695 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 500 | D | \$ 7.39 | 7,195 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 600 | D | \$ 7.44 | 6,595 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 200 | D | \$ 7.46 | 6,395 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 100 | D | \$ 7.5  | 6,295 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 100 | D | \$ 7.51 | 6,195 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 300 | D | \$ 7.52 | 5,895 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 100 | D | \$ 7.53 | 5,795 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 200 | D | \$ 7.55 | 5,595 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 300 | D | \$ 7.56 | 5,295 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 100 | D | \$ 7.62 | 5,195 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 200 | D | \$ 7.65 | 4,995 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 100 | D | \$ 7.66 | 4,895 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 100 | D | \$ 7.74 | 4,795 | D |
| Common Stock | 09/04/2007 | <u>S(1)</u> | 100 | D | \$ 7.78 | 4,695 | D |

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

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(9-02)

**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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (1) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|------------|

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| Derivative Security                  |        |            | Code | V | (A) or Disposed of (D) |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------|--------|------------|------|---|------------------------|-----|------------------|-----------------|--------------|----------------------------|
|                                      |        |            |      |   | (A)                    | (D) |                  |                 |              |                            |
| Employee Stock Option (right to buy) | \$ 1.1 | 09/04/2007 | X    |   | 4,000                  |     | (2)              | 11/20/2013      | Common Stock | 4,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| WILSON GARY L /CA/<br>C/O THERMAGE, INC.<br>25881 INDUSTRIAL BOULEVARD<br>HAYWARD, CA 94545 |               |           | VP International Sales |       |

## Signatures

/s/ Lauren DeBuono, attorney  
in fact

09/04/2007

\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2007.
- (2) The option had the following vesting schedule: 1/4 of the shares shall vest on November 10, 2004 and 1/48 of the shares vest each month thereafter.

### Remarks:

Exhibit list

Exhibit 24 - Power of Attorney

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.