

Carnell Clint
Form 4
March 01, 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 *
Carnell Clint

(Last) (First) (Middle)

C/O SOLTA MEDICAL,
INC., 25881 INDUSTRIAL
BOULEVARD

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOLTA MEDICAL INC [SLTM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2011

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)
Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/25/2011		M		8,570	A	\$ 1
Common Stock	02/25/2011		M		45,803	A	\$ 1.9
Common Stock	02/25/2011		S		75,178	D	\$ 3.13 (1)
Common Stock	02/28/2011		M		88,930	A	\$ 1
Common Stock	02/28/2011		M		75,332	A	\$ 1.9

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Common Stock	02/28/2011		M	49,999	A	\$ 1.91	376,971	D
Common Stock	02/28/2011		S	214,261	D	\$ <u>3.1612</u> <u>(2)</u>	162,710	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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1	02/25/2011		M	8,570	<u>(3)</u> 02/27/2019	Common Stock	8,570	
Employee Stock Option (right to buy)	\$ 1.9	02/25/2011		M	45,803	<u>(4)</u> 10/05/2015	Common Stock	45,803	
Employee Stock Option (right to buy)	\$ 1	02/28/2011		M	88,930	<u>(3)</u> 02/27/2019	Common Stock	88,930	
Employee Stock Option (right to buy)	\$ 1.9	02/28/2011		M	75,332	<u>(4)</u> 10/05/2015	Common Stock	75,332	
Employee Stock	\$ 1.91	02/28/2011		M	49,999	<u>(5)</u> 02/08/2020	Common Stock	49,999	

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carnell Clint C/O SOLTA MEDICAL, INC. 25881 INDUSTRIAL BOULEVARD HAYWARD, CA 94545			Chief Operating Officer	

Signatures

/s/ Clint Carnell 03/01/2011

__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 a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$3.10 to \$3.18. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
 - (2) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$3.10 to \$3.25. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold
 - (3) The option becomes exercisable according to the following schedule: 1/48 on 3/31/09 and 1/48 on the last day of each full calendar month thereafter.
 - (4) The option is 100% vested and immediately exercisable.
 - (5) The option becomes exercisable according to the following schedule: 1/48 on March 31, 2010 and 1/48 on the last day of each full calendar month thereafter.

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.