

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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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.

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.

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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) | 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 Date
Reporting Person

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.