

ALIGN TECHNOLOGY INC
Form 4
February 10, 2014

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 *
PRESCOTT THOMAS M

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)
02/06/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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)
 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 | Price | | |
| Common Stock | 02/06/2014 | 02/06/2014 | M | | 46,979 | A \$ 17.94 | 218,974 ⁽¹⁾ | D |
| Common Stock | 02/06/2014 | 02/06/2014 | S | | 46,979 | D \$ 54.3 ⁽²⁾ | 171,995 | D |
| Common Stock | 02/07/2014 | 02/07/2014 | M | | 124,375 | A \$ 17.94 | 296,370 | D |
| Common Stock | 02/07/2014 | 02/07/2014 | M | | 65,625 | A \$ 20.79 | 361,995 | D |
| Common Stock | 02/07/2014 | 02/07/2014 | S | | 190,000 | D \$ 54.73 | 171,995 | D |

(3)

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 | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|---------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Number Shares |
| Right to Buy (Common Stock) | \$ 17.94 | 02/06/2014 | 02/06/2014 | M | | 46,979 | | 02/19/2011 | 02/19/2020 | Common Stock | 46,979 |
| Right to Buy (Common Stock) | \$ 17.94 | 02/07/2014 | 02/07/2014 | M | | 124,375 | | 02/19/2011 | 02/19/2020 | Common Stock | 124,375 |
| Right to Buy (Common Stock) | \$ 20.79 | 02/07/2014 | 02/07/2014 | M | | 65,625 | | 02/18/2012 | 02/18/2018 | Common Stock | 65,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRESCOTT THOMAS M C/O ALIGN TECHNOLOGY INC 2560 ORCHARD PARKWAY SAN JOSE, CA 95131 | X | | President and CEO | |

Signatures

Roger E. George Atty-in-Fact for Thomas M. Prescott 02/10/2014

**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 122 shares acquired under the ALGN Employee Stock Purchase Plan on January 31, 2014.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.30 to \$54.32, inclusive. The reporting person undertakes to provide Align Technology, Inc., any security holder of Align Technology, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The price reported in column 4 is a weighted average exercise price. These shares were sold in multiple transactions at prices ranging from \$54.30 to \$55.07, inclusive. The reporting person undertakes to provide Align Technology, Inc., any security holder of Align Technology, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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