ALIGN TECHNOLOGY INC

Form 4

February 23, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

OMB APPROVAL

Washington, D.C. 20549

3235-0287 Number:

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2005

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HEDGE LEN

(Last)

(City)

ALIGN TECHNOLOGY INC [ALGN]

(Check all applicable)

(First) (Middle)

(Zip)

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

02/20/2009

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

SVP, Bus. Operations

C/O ALIGN TECHNOLOGY INC, 881 MARTIN AVENUE

(Street)

(State)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA CLARA, CA 95050

						,	-,
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				())	Reported		
				(A)	Transaction(s)		
				or	(Instr. 3 and 4)		
			Code V	Amount (D) Price	; ` `		
Common Stock	02/20/2009	02/20/2009	C	2,938 A \$0	61,275	D	
Common Stock	02/20/2009	02/20/2009	F	1,051 D \$ 7.81	60,224	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired Disposed (Instr. 3, 4	tive Expiration Date ies (Month/Day/Year) ed (A) or			7. Title and Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2009	02/20/2009	C		2,000	(2)	(2)	Common Stock	2
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2009	02/20/2009	C		938	(3)	<u>(3)</u>	Common Stock	
Right to Buy (Common Stock)	\$ 7.81	02/20/2009	02/20/2009	A	42,390		02/20/2010(4)	02/20/2019	Common Stock	4
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2009	02/20/2009	A	14,130		(5)	(5)	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

HEDGE LEN C/O ALIGN TECHNOLOGY INC 881 MARTIN AVENUE SANTA CLARA, CA 95050

SVP, Bus. Operations

Signatures

Roger E. George, Atty-in-Fact for Len
Hedge
02/23/2009

**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 par value of ALGN common stock
- 1/4th of the restricted stock unit granted on February 20, 2008 became vested on February 20, 2009 and shares were delivered to the reporting person on that date. The restricted stock unit will continue to vest quarterly and vested shares will be delivered to the reporting person on each vest date.
- 1/6th of the restricted stock unit granted on February 20, 2007 became vested on February 20, 2009 and shares were delivered to the reporting person on that date. The restricted stock unit will continue to vest quarterly and vested shares will be delivered to the reporting person on each vest date.

Reporting Owners 2

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- (4) 1/4th of the shares subject to the option shall be vested and exercisable one year after the date of grant and 1/48th of the shares subject to the option shall become vested each month thereafter.
- (5) 1/4th of the restricted stock unit will vest one year after the date of grant and 1/4th of the restricted stock unit will vest each year thereafter on the anniversary of the date of grant. Vested shares will be delivered to the reporting person on each vest date.

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.