SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

	1. Name and Addr PRESCOTT	1 0		2. Issuer Name and Ticker or Trading Symbol ALIGN TECHNOLOGY INC [ALGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	PRESCUTT	INUMAS	<u>IVI</u>		X	Director	10% Owner			
	(Last) (First)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)			
	C/O ALIGN T	· · /	Y INC	02/18/2014		President and CEO				
2560 ORCHARD PARKWAY					1					
	(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicab Line)					
	SAN JOSE	CA	95131		X	Form filed by One Re	porting Person			
						Form filed by More th Person	an One Reporting			
	(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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	02/18/2014	02/18/2014	М		15,000	A	\$ <mark>0</mark>	186,995	D			
Common Stock	02/18/2014	02/18/2014	F		7,827	D	\$55.32	179,168	D			
Common Stock	02/18/2014	02/18/2014	М		33,750	A	\$ <mark>0</mark>	212,918	D			
Common Stock	02/18/2014	02/18/2014	F		17,611	D	\$55.32	195,307	D			
Common Stock	02/19/2014	02/19/2014	М		15,000	A	\$ <mark>0</mark>	210,307	D			
Common Stock	02/19/2014	02/19/2014	F		7,827	D	\$53.8	202,480	D			

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Restricted Stock Unit	\$0.0001 ⁽¹⁾	02/18/2014	02/18/2014	М			15,000	(2)	02/18/2014	Common Stock	15,000	\$ <mark>0</mark>	0	D			
Market Stock Unit	\$0.0001 ⁽¹⁾	02/18/2014	02/18/2014	м			33,750	(3)	02/18/2014	Common Stock	33,750	\$0	0	D			
Restricted Stock Unit	\$0.0001 ⁽¹⁾	02/19/2014	02/19/2014	м			15,000	(4)	02/19/2014	Common Stock	15,000	\$0	0	D			

Explanation of Responses:

1. Represents par value of ALGN common stock

2. 1/3rd of the restricted stock unit granted on February 18, 2011 became vested on February 18, 2014 and shares were delivered to reporting person on such vest date.

3. 50% of the market stock unit granted on February 18, 2011 became vested on February 18, 2014 and shares were delivered to reporting person on such vest date.

4. 1/4th of the restricted stock unit granted on February 19, 2010 became vested on February 19, 2014 and shares were delivered to reporting person on such vest date.

Roger E. George Atty-in-Fact for Thomas M. Prescott

Date

02/20/2014

** Signature of Reporting Person

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.