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PRESCOTT THOMAS M

Form 4

February 24, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Number:

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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 * PRESCOTT THOMAS M

2. Issuer Name and Ticker or Trading Symbol

Issuer

ALIGN TECHNOLOGY INC [ALGN]

below)

(Check all applicable)

President and CEO

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

(Street)

(State)

(Zip)

3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

10% Owner Other (specify

C/O ALIGN TECHNOLOGY INC, 881 MARTIN AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/19/2010

X 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

SANTA CLARA, CA 95050

(City)

		Tubi	Tell Delivative Securities required, Disposed of, or Beneficiary Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securit		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Worth/Day/Tear)	any	Code	on(A) or Disposed of (D) (Instr. 3, 4 and 5)		Beneficially	Form: Direct Benefit	Beneficial	
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	02/20/2010	02/20/2010	C		A	\$ 0	218,062 (1)	D	
Common Stock	02/20/2010	02/20/2010	F	17,974	D	\$ 17.94	200,080	D	

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

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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)	1		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Right to Buy (Common Stock)	\$ 17.94	02/19/2010	02/19/2010	A	175,000		02/19/2011(2)	02/19/2020	Common Stock
Restricted Stock Unit	\$ 0.0001 (3)	02/19/2010	02/19/2010	A	60,000		<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2010	02/20/2010	C		10,000	(5)	<u>(5)</u>	Common Stock
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2010	02/20/2010	C		2,500	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2010	02/20/2010	C		14,001	<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2010	02/20/2010	M		12,000	(8)	(8)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PRESCOTT THOMAS M							
C/O ALIGN TECHNOLOGY INC	X		President and CEO				
881 MARTIN AVENUE	Λ		Flesidelli alid CEO				
SANTA CLARA, CA 95050							

Signatures

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

Prescott

02/24/2010

**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 381 shares acquired under the ALGN ESPP on January 29, 2010.
- (2) 1/4th of the shares subject to the option shall become vested and exercisable one year after the date of grant and 1/48th of the shares subject to the option shall vest each month thereafter.

Reporting Owners 2

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- (3) Represents par value of ALGN Common Stock
- (4) 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 annually thereafter. Shares will be delivered to reporting person on each vest date.
- 1/4th of the restricted stock unit granted on February 20, 2009 became vested on February 20, 2010 and shares were delivered to reporting person on February 22, 2010. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- 1/16th of the restricted stock unit granted on February 20, 2007 became vested on February 20, 2010 and shares were delivered to reporting person on February 22,2010. The restricted stock unit will continue to vest quarterly and shares will be delivered to reporting person on each vest date.
- 1/3rd of the restricted stock unit granted on February 20, 2008 became vested on February 20, 2010 and shares were delivered to reporting person on February 22, 2010. The restricted stock unit will vest on February 20, 2011 and shares will be delivered to reporting person on such date.
- 1/4th of the restricted stock unit granted on February 20, 2008 became vested on February 20, 2010 and shares were delivered to reporting person on February 22, 2010. The restricted stock unit will continue to vest annually and shares will be delivered to 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.