

Thorndike William N Jr
 Form 3
 December 19, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * ^ Thorndike William N Jr (Last) (First) (Middle) C/O LEMAITRE VASCULAR, INC., ^ 63 SECOND AVENUE (Street) BURLINGTON, ^ MA ^ 01803 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/09/2012	3. Issuer Name and Ticker or Trading Symbol LEMAITRE VASCULAR INC [LMAT]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
---	--	---	--	--	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	87,202	D	^

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title		

Edgar Filing: Thorndike William N Jr - Form 3

				Amount or Number of Shares		or Indirect (1) (Instr. 5)	
Stock Option (Right to Buy)	05/30/2003 ⁽¹⁾	03/06/2013 ⁽²⁾	Common Stock	3,500	\$ 7.86	I	See Footnote ⁽³⁾
Stock Option (Right to Buy)	01/27/2005 ⁽¹⁾	03/06/2013 ⁽²⁾	Common Stock	1,503	\$ 10.45	I	See Footnote ⁽³⁾
Stock Option (Right to Buy)	07/20/2005 ⁽¹⁾	03/06/2013 ⁽²⁾	Common Stock	1,327	\$ 11.3	I	See Footnote ⁽³⁾
Stock Option (Right to Buy)	04/26/2006 ⁽¹⁾	03/06/2013 ⁽²⁾	Common Stock	8,170	\$ 12.37	I	See Footnote ⁽³⁾
Stock Option (Right to Buy)	09/01/2008 ⁽⁴⁾	03/06/2013 ⁽²⁾	Common Stock	15,000	\$ 3.4	I	See Footnote ⁽³⁾
Stock Option (Right to Buy)	07/27/2009 ⁽⁴⁾	03/06/2013 ⁽²⁾	Common Stock	15,000	\$ 3	I	See Footnote ⁽³⁾
Stock Option (Right to Buy)	07/26/2010 ⁽⁴⁾	03/06/2013 ⁽²⁾	Common Stock	10,000	\$ 5.85	I	See Footnote ⁽³⁾
Stock Option (Right to Buy)	07/26/2011 ⁽⁴⁾	03/06/2013 ⁽²⁾	Common Stock	5,000	\$ 7.1	I	See Footnote ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thorndike William N Jr C/O LEMAITRE VASCULAR, INC. 63 SECOND AVENUE BURLINGTON, MA 01803	Â X	Â	Â	Â

Signatures

/s/ Laurie Churchill,
Attorney-in-Fact

12/19/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This option is fully exercisable. It vested over a five-year period at a rate of 20% on the anniversary of the date listed on the table, with the balance vesting in equal annual installments over the remaining four years.
Because the reporting person ceased serving on the Board of Directors of the Issuer as a representative of Housatonic Equity Investors L.P on December 6, 2012, such option will no longer be exercisable, and will be forfeited if not sooner exercised, as of March 6, 2013. The Reporting Person rejoined the Board of Directors of the Issuer on December 9, 2012 strictly in an individual capacity.
 - (3) This option is held by Housatonic Equity Investors L.P. Housatonic Equity Partners I, LLC is the general partner of Housatonic Equity Investors L.P., and William N. Thorndike, Jr. is a managing director of Housatonic Equity Partners I, LLC and a limited partner of Housatonic Equity Investors L.P. In such capacities the reporting person may be deemed to share voting and investment power with

Edgar Filing: Thorndike William N Jr - Form 3

respect to the securities held of record by Housatonic Equity Investors L.P. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and the reporting herein of such securities shall not be construed as an admission of beneficial ownership thereof for purposes of Section 16 or for any other purpose.

- (4) This option is exercisable and vested to the extent set forth in column 3. To the extent the original grant was unvested on December 6, 2012, such portion of the grant was forfeited because the reporting person ceased serving on the Board of Directors of the Issuer as a representative of Housatonic Equity Investors L.P on such date. The Reporting Person rejoined the Board of Directors of the Issuer on December 9, 2012 strictly in an individual capacity.

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.