ALIGN TECHNOLOGY INC

Form 4

February 22, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

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 *

(First)

(Middle)

Azadeh Afsaneh

(Last)

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

ALIGN TECHNOLOGY INC

[ALGN]

3. Date of Earliest Transaction

(Month/Day/Year) 02/20/2008

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Information Officer

C/O ALIGN TECHNOLOGY. INC., 881 MARTIN AVE.

> (Street) 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

Issuer

below)

SANTA CLARA, CA 95050

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securiti

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2008	02/20/2008	A	7,500	(2)	(2)	Common Stock	7,50
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2008	02/20/2008	A	3,000	(3)	<u>(3)</u>	Common Stock	3,00
Right to buy (Common Stock)	\$ 13	02/20/2008	02/20/2008	A	25,000	02/20/2009(4)	02/20/2018	Common Stock	25,0
Right to Buy (Common Stock)	\$ 13	02/20/2008	02/20/2008	A	10,000	02/20/2010(5)	02/20/2018	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Azadeh Afsaneh C/O ALIGN TECHNOLOGY, INC. 881 MARTIN AVE. SANTA CLARA, CA 95050

Chief Information Officer

Signatures

Roger E. George, Atty-in-Fact for Afsaneh Azadeh

02/22/2008

**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
- (2) 1/4 of the restricted stock unit will vest on February 20, 2009 and 1/16th of the restricted stock unit will vest quarterly thereafter. Vested shares will be delivered to the reporting person each vest date.
- (3) 1/3 of the restricted stock unit will vest on February 20, 2010 and 2/3 of the restricted stock unit will vest on February 20, 2011. Vested shares will be delivered to reporting person on each vest date.
- (4) Represents an option in which 25% 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 become vested and exercisable each month thereafter.

Reporting Owners 2

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(5) Represents an option in which 1/3 of the shares subject to the option shall become vested and exercisable on February 20, 2010 and 2/3 of the shares subject to the option shall become vested and exercisable on February 20, 2011.

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.