

DeBenedictis Leonard C
Form 4
December 24, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 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 *
DeBenedictis Leonard C

2. Issuer Name and Ticker or Trading Symbol
THERMAGE INC [THRM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
THERMAGE, 25881 INDUSTRIAL BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2008

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

Chief Technology Officer

(Street)
HAYWARD, CA 94545

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/23/2008		A		11,835	A	① 11,835	D	By Len DeBenedictis
Common Stock	12/23/2008		A		117,260	A	② 117,260	I	Charitable Remainder Unitrust U/A 8/3/95
Common Stock	12/23/2008		A		50,769	A	③ 50,769	I	By PTC Custodian FBO Len DeBenedictis

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Received in exchange for 33,333 preferred stock shares of Reliant Technologies, Inc. (?Reliant?) in connection with Thermage, Inc.?'s

- (3) (?Thermage?) acquisition of Reliant (the ?Merger?). The average of the closing sale prices for one share of Thermage common stock as quoted on Nasdaq for the thirty (30)-day period ending on the third (3rd) day immediately preceding the Merger closing date was \$1.42.

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

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