

Tan Sheila K
 Form 4
 February 24, 2010

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 *
 Tan Sheila K

2. Issuer Name and Ticker or Trading Symbol
 ALIGN TECHNOLOGY INC
 [ALGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Mktg & Chief Mktg 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)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95050

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/20/2010	02/20/2010	C	5,000 A	\$ 0 8,751 ⁽¹⁾	D	
Common Stock	02/20/2010	02/20/2010	F	1,834 D	\$ 17.94 6,817	D	

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

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SEC 1474 (9-02)

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Right to Buy (Common Stock)	\$ 17.94	02/19/2010	02/19/2010	A		33,000		02/19/2010 ⁽²⁾	02/19/2020	Common Stock	3
Restricted Stock Unit	\$ 0.0001 <u>(3)</u>	02/19/2010	02/19/2010	A		11,000		<u>(4)</u>	<u>(4)</u>	Common Stock	1
Restricted Stock Unit	\$ 0.0001 <u>(3)</u>	02/20/2010	02/20/2010	C		5,000		<u>(5)</u>	<u>(5)</u>	Common Stock	4

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tan Sheila K
C/O ALIGN TECHNOLOGY INC.
881 MARTIN AVE
SANTA CLARA, CA 95050

VP, Mktg & Chief Mktg Officer

Signatures

Roger E. George, Atty-in-Fact for
Sheila Tan

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 2,168 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.
- (3) Represents par value of ALGN common stock
- (4) 1/14th of the restricted stock unit will vest one 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.
- (5) 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.

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