LeMaitre Cornelia W Form 4 September 06, 2011

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LeMaitre Cornelia W

2. Issuer Name and Ticker or Trading Symbol

LEMAITRE VASCULAR INC [LMAT]

(Last) (First) (Middle)

C/O LEMAITRE VASCULAR,

INC, 63 SECOND AVENUE

(Street)

(State)

09/01/2011

3. Date of Earliest Transaction (Month/Day/Year) 09/01/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

10% Owner

X Director X_ Officer (give title Other (specify below)

V.P., Human Resources, Director

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

isposed of

4 and 5)

Price

BURLINGTON, MA 01803

(City)

Common

Stock

2. Transaction Date	2A. Deemed	3.	4. Securit
(Month/Day/Year)	Execution Date, if	Transaction(A) or D	
	any	Code	(D)
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4
		any	(Month/Day/Year) Execution Date, if Transaction

(Zip)

(A) or Code V Amount (D)

F 391 (1) D

ties Acquired 5. Amount of Securities Beneficially Owned **Following** Reported

Transaction(s)

Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Beneficial Ownership (Instr. 4)

(Instr. 3 and 4)

D 278,977

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)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
LeMaitre Cornelia W C/O LEMAITRE VASCULAR, INC 63 SECOND AVENUE BURLINGTON, MA 01803	X		V.P., Human Resources, Director			

Signatures

/s/ Brian J. Kickham
Attorney-in-Fact
09/06/2011

**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).

These shares represent shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units awarded (1) to the reporting person on September 1, 2008. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.

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.

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