

GEORGE ROGER E

Form 4

February 22, 2019

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGE ROGER E

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)
02/20/2019

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SVP, Legal Affairs & GC

C/O ALIGN TECHNOLOGY
INC., 2820 ORCHARD PARKWAY

(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
Person

SAN JOSE, CA 95131

(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	02/20/2019		M		21,375	A	\$ 0
							25,352 ⁽¹⁾
Common Stock	02/20/2019		F		10,352	A	\$ 253.79
							9,475 ⁽²⁾

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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		M			2,675	(4)	(4)	Common Stock	2,675
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		M			2,375	(5)	(5)	Common Stock	2,375
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		M			1,625	(6)	(6)	Common Stock	1,625
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		M			450	(7)	(7)	Common Stock	450
Market Stock Unit	\$ 0.0001 (3)	02/20/2019		M			14,250	(8)	(8)	Common Stock	14,250
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		A		1,935		(9)	(9)	Common Stock	1,935
Market Stock Unit	\$ 0.0001 (3)	02/20/2019		A		9,675		(10)	(10)	Common Stock	9,675

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GEORGE ROGER E C/O ALIGN TECHNOLOGY INC. 2820 ORCHARD PARKWAY SAN JOSE, CA 95131	SVP, Legal Affairs & GC

Signatures

Roger E. George 02/22/2019
 **Signature of Date
 Reporting Person

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 25 shares acquired under the ALGN ESPP on January 31, 2019.

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- (2) 5,525 shares were transferred to the reporting person's former spouse pursuant to a domestic relations order.
- (3) Represents par value of ALGN common stock.
- (4) 1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2019 and shares were delivered to reporting person on such vest date.
1/4th of the restricted stock unit granted on February 20, 2016 became vested on February 20, 2019 and shares were delivered to reporting person on such vest date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (5) 1/4th of the restricted stock unit granted on February 20, 2017 became vested on February 20, 2019 and shares were delivered to reporting person on such vest date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (6) 1/4th of the restricted stock unit granted on February 20, 2018 became vested on February 20, 2019 and shares were delivered to reporting person on such vest date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (7) Represents the maximum number of shares issued under the market stock unit granted on February 20, 2016. Shares were delivered to reporting person on such vest date.
- (8) 1/4th of the restricted stock unit granted on February 20, 2019 will become vested on February 20, 2020 and shares will be delivered to reporting person on such vest date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (9) Represents the maximum number of shares which may be issued under the market stock unit. All of the shares which may be issued under the market stock unit will vest on the last day of the third year of the Performance Period (as defined in the market stock unit agreement).
- (10)

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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