

ALIGN TECHNOLOGY INC

Reported by
GEORGE ROGER E

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/23/17 for the Period Ending 02/20/17

| | |
|-------------|---|
| Address | 2560 ORCHARD PARKWAY SAN JOSE, CA 95131 |
| Telephone | 4087381500 |
| CIK | 0001097149 |
| Symbol | ALGN |
| SIC Code | 3842 - Orthopedic, Prosthetic, and Surgical Appliances and Supplies |
| Industry | Medical Equipment, Supplies & Distribution |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| GEORGE ROGER E | | | ALIGN TECHNOLOGY INC [ALGN] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Legal Affairs & GC | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O ALIGN TECHNOLOGY INC., 2560 ORCHARD PARKWAY | | | 2/20/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| SAN JOSE, CA 95131 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 6/6/2016 | 6/6/2016 | G | | 65 | D | \$0.00 | 744 (1) | D | |
| Common Stock | 2/20/2017 | 2/20/2017 | M | | 51737 | A | \$0.00 | 52481 | D | |
| Common Stock | 2/20/2017 | 2/20/2017 | F | | 26205 | D | \$101.765 | 26276 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Unit | \$0.0001 (2) | 2/20/2017 | 2/20/2017 | M | | 6412 | | (3) | (3) | Common Stock | 6412 | \$0.00 | 0 | D | |
| Restricted Stock Unit | \$0.0001 (2) | 2/20/2017 | 2/20/2017 | M | | 3525 | | (4) | (4) | Common Stock | 3525 | \$0.00 | 3525 | D | |
| Restricted Stock Unit | \$0.0001 (2) | 2/20/2017 | 2/20/2017 | M | | 3900 | | (5) | (5) | Common Stock | 3900 | \$0.00 | 0 | D | |
| Restricted Stock Unit | \$0.0001 (2) | 2/20/2017 | 2/20/2017 | M | | 2675 | | (6) | (6) | Common Stock | 2675 | \$0.00 | 5350 | D | |
| Restricted Stock Unit | \$0.0001 (2) | 2/20/2017 | 2/20/2017 | M | | 2375 | | (7) | (7) | Common Stock | 2375 | \$0.00 | 7125 | D | |
| Market Stock Unit | \$0.0001 (2) | 2/20/2017 | 2/20/2017 | M | | 21250 | | (8) | (8) | Common Stock | 21150 | \$0.00 | 0 | D | |
| Market Stock Unit | \$0.0001 (2) | 2/20/2017 | 2/20/2017 | M | | 11700 | | (9) | (9) | Common Stock | 11700 | \$0.00 | 0 | D | |
| Restricted Stock Unit | \$0.0001 (2) | 2/20/2017 | 2/20/2017 | A | | 6500 | | (10) | (10) | Common Stock | 6500 | \$0.00 | 6500 | D | |
| Market Stock Unit | \$0.0001 (2) | 2/20/2017 | 2/20/2017 | A | | 13000 | | (11) | (11) | Common Stock | 13000 | \$0.00 | 13000 | D | |

Explanation of Responses:

- (1) Includes 93 shares issued on July 29, 2016 and 41 shares issued on January 31, 2017 under the ALGN ESPP.
- (2) Represents par value of ALGN common stock.
- (3) 1/4th of the restricted stock unit granted on February 20, 2013 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017.
- (4) 1/4th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2017 and shares were delivered to reporting person on February 21, 2017. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.

- (1/2th of the restricted stock unit granted on February 20, 2014 became vested on February 20, 2017 and shares were delivered to reporting person on
5) February 21, 2017.
- (1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2017 and shares were delivered to reporting person on
6) February 21, 2017. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (1/4th of the restricted stock unit granted on February 20, 2016 became vested on February 20, 2017 and shares were delivered to reporting person on
7) February 21, 2017. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (Represents the maximum number of shares issued under the market stock unit granted on February 20, 2014. Shares were delivered to reporting person on
8) February 21, 2017.
- (Represents the maximum number of shares issued under the market stock unit granted on February 20, 2014. Shares were delivered to reporting person on
9) February 21, 2017.
- (1/4th of the restricted stock unit granted on February 20, 2017 will become vested on February 20, 2018 and shares were delivered to reporting person on
10) such vest date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (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
11) unit will vest on the last day of the third year of the Performance Period (as defined in the market stock unit agreement).

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GEORGE ROGER E C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131 | | | VP, Legal Affairs & GC | |

Signatures

Roger E. George

2/22/2017

**Signature of Reporting Person

Date

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

* 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).

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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