

THERMAGE INC
Form 3
November 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
* ^ LUDLUM KEN		(Month/Day/Year)	THERMAGE INC [THRM]	
(Last)	(First)	(Middle)	11/09/2006	
404 ROEHAMPTON			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
HILLSBOROUGH, CA 94010				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	20,000	I <u>(1)</u>	By Ludlum Wong Living Trust
Common Stock	2,291	I <u>(2)</u>	By Alexander Philip Ludlum Irrevocable Trust
Common Stock	2,291	I <u>(3)</u>	By Emma Britt Ludlum Irrevocable Trust

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Director Stock Option (right to buy)	Â (4)	02/02/2015	Common Stock	6,459 (5)	\$ 1.9	D	Â
Director Stock Option (right to buy)	Â (6)	05/03/2016	Common Stock	8,959 (7)	\$ 3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDLUM KEN 404 ROEHAMPTON HILLSBOROUGH,Â CAAÂ 94010	Â X	Â	Â	Â

Signatures

/s/ Kenneth
Ludlum 11/02/2006

**Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Ludlum disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
These securities are held in a trust for the benefit of Mr. Ludlum's son of which Mr. Ludlum serves as a trustee. Mr. Ludlum disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Ludlum is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (2) These securities are held in a trust for the benefit of Mr. Ludlum's daughter of which Mr. Ludlum serves as a trustee. Mr. Ludlum disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Ludlum is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) This option vests and the shares become exercisable according to the following schedule: 1/48 on March 31, 2005 and 1/48 on the last day of each full calendar month thereafter.
- (4) The original option grant for 10,000 shares was partially exercised as follows: 3,541 shares on August 1, 2006.
- (5) This option vests and the shares become exercisable according to the following schedule: 1/48 on March 31, 2006 and 1/48 on the last day of each full calendar month thereafter.
- (6) The original option grant for 10,000 shares was partially exercised as follows: 1,041 shares on August 1, 2006.
- (7)

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Remarks:

TheÂ DateÂ ofÂ EventÂ isÂ basedÂ uponÂ theÂ dateÂ ofÂ effectivenessÂ ofÂ theÂ Issuer'sÂ RegistrationÂ StatementÂ or
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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