THERMAGE INC Form 4/A November 16, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Form 5 obligations may continue.

See Instruction 1(b).

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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * MORGENTHALER PARTNERS VII LP

(Last)

100

Common

Stock

(First)

(Street)

2710 SAND HILL ROAD, SUITE

(Middle)

2. Issuer Name and Ticker or Trading Symbol

THERMAGE INC [THRM]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year) 11/10/2006

Filed(Month/Day/Year)

3.

11/14/2006

below)

Issuer

10% Owner Other (specify Officer (give title

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

MENLO PARK, CA 94025

(City) (State) (Zip)

11/10/2006

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

or (D) Amount

(1)(2)

4. Securities Acquired

(A)

Price

Code V 48,253 P

48,253

 $D^{(3)}$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise	,	any	Code	of	(Month/Day/		Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	TITIC	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
F-	Director	10% Owner	Officer	Other		
MORGENTHALER PARTNERS VII LP 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025		X				
Morgenthaler Management Partners VII, LLC 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	X					
Signatures						
/s/ Theodore A. Laufik, Chief Financial Officer	11/	15/2006				

Explanation of Responses:

**Signature of Reporting Person

- * 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) Morgenthaler Partners VII, L.P. originally reported a purchase of 49,080 shares of Common Stock when only 48,253 shares of Common Stock were actually purchased.

Date

- (2) These shares were purchased from the underwriters as provided for in the Issuer's prospectus dated November 9, 2006.
 - The reported securities are owned directly by Morgenthaler Partners VII, L.P. and indirectly by Morgenthaler Management Partners VII,
- (3) LLC as general partner of Morgenthaler Partners VII, L.P. Morgenthaler Management Partners VII, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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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