

THERMAGE INC
Form 4
September 05, 2007

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON GARY L /CA/

(Last) (First) (Middle)

C/O THERMAGE, INC., 25881
INDUSTRIAL BOULEVARD

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
THERMAGE INC [THRM]

3. Date of Earliest Transaction
(Month/Day/Year)
09/04/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP International Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/04/2007		X ⁽¹⁾	4,000 A \$ 1.1	8,695	D	
Common Stock	09/04/2007		S ⁽¹⁾	100 D \$ 7.26	8,595	D	
Common Stock	09/04/2007		S ⁽¹⁾	100 D \$ 7.3	8,495	D	
Common Stock	09/04/2007		S ⁽¹⁾	100 D \$ 7.32	8,395	D	
Common Stock	09/04/2007		S ⁽¹⁾	100 D \$ 7.34	8,295	D	

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Common Stock	09/04/2007	<u>S</u> (1)	600	D	\$ 7.35	7,695	D
Common Stock	09/04/2007	<u>S</u> (1)	500	D	\$ 7.39	7,195	D
Common Stock	09/04/2007	<u>S</u> (1)	600	D	\$ 7.44	6,595	D
Common Stock	09/04/2007	<u>S</u> (1)	200	D	\$ 7.46	6,395	D
Common Stock	09/04/2007	<u>S</u> (1)	100	D	\$ 7.5	6,295	D
Common Stock	09/04/2007	<u>S</u> (1)	100	D	\$ 7.51	6,195	D
Common Stock	09/04/2007	<u>S</u> (1)	300	D	\$ 7.52	5,895	D
Common Stock	09/04/2007	<u>S</u> (1)	100	D	\$ 7.53	5,795	D
Common Stock	09/04/2007	<u>S</u> (1)	200	D	\$ 7.55	5,595	D
Common Stock	09/04/2007	<u>S</u> (1)	300	D	\$ 7.56	5,295	D
Common Stock	09/04/2007	<u>S</u> (1)	100	D	\$ 7.62	5,195	D
Common Stock	09/04/2007	<u>S</u> (1)	200	D	\$ 7.65	4,995	D
Common Stock	09/04/2007	<u>S</u> (1)	100	D	\$ 7.66	4,895	D
Common Stock	09/04/2007	<u>S</u> (1)	100	D	\$ 7.74	4,795	D
Common Stock	09/04/2007	<u>S</u> (1)	100	D	\$ 7.78	4,695	D

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

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.

SEC 1474
(9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (1)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.1	09/04/2007		X		4,000		(2)	11/20/2013	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON GARY L /CA/ C/O THERMAGE, INC. 25881 INDUSTRIAL BOULEVARD HAYWARD, CA 94545			VP International Sales	

Signatures

/s/ Laureen DeBuono, attorney
in fact

09/04/2007

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2007.
- (2) The option had the following vesting schedule: 1/4 of the shares shall vest on November 10, 2004 and 1/48 of the shares vest each month thereafter.

Remarks:

Exhibit list

Exhibit 24 - Power of Attorney

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.