

HOGAN JOSEPH M
Form 4
February 22, 2019

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

OMB APPROVAL

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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 *
HOGAN JOSEPH M

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
 Officer (give title below) Other (specify below)
President and CEO

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)
 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)
				(A) or (D)			
			Code	V Amount Price			
Common Stock	02/20/2019		M	85,150 A \$ 0	204,427 ⁽¹⁾	D	
Common Stock	02/20/2019		F	42,219 D \$ 253.79	162,208	D	
Common Stock					1,500	I	By resident of household ⁽²⁾

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

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(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 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 Share
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		M	7,500	(4) (4)	Common Stock 7,500
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		M	6,250	(5) (5)	Common Stock 6,250
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		M	2,400	(6) (6)	Common Stock 2,400
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		M	69,000	(7) (7)	Common Stock 69,000
Restricted Stock Unit	\$ 0.0001 (3)	02/20/2019		A	13,395	(8) (8)	Common Stock 13,395
Market Stock Unit	\$ 0.0001 (3)	02/20/2019		A	66,973	(9) (9)	Common Stock 66,973

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOGAN JOSEPH M C/O ALIGN TECHNOLOGY INC. 2820 ORCHARD PARKWAY SAN JOSE, CA 95131	X		President and CEO	

Signatures

Roger E. George Atty-in-Fact for Joseph M Hogan 02/22/2019

**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) Includes 147 shares acquired under the ALGN ESPP on January 31, 2019.

(2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(3) Represents par value of ALGN common stock.

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. 1/4th of the restricted stock unit will vest annually thereafter 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. 1/4th of the restricted stock unit will vest annually thereafter 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. 1/4th of the restricted stock unit will vest annually thereafter 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. 1/4th of the restricted stock unit will vest annually thereafter 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).

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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