

ALIGN TECHNOLOGY INC

Form 4

February 23, 2017

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tay Julie

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)
C/O ALIGN TECHNOLOGY
INC., 2560 ORCHARD PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2017

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP, Asia Pacific

(Street)
SAN JOSE, CA 95131

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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. 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/20/2017	02/20/2017	M		8,359	A	\$ 0 12,713
							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
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SEC 1474
(9-02)

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

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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 Shares
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2017	02/20/2017	M			1,123	(2)	(2)	Common Stock	1,123
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2017	02/20/2017	M			3,506	(3)	(3)	Common Stock	3,506
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2017	02/20/2017	M			1,480	(4)	(4)	Common Stock	1,480
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2017	02/20/2017	M			2,250	(5)	(5)	Common Stock	2,250
Restricted Stock Unit	\$ 0.0001 (1)	02/20/2017	02/20/2017	A		6,200		(6)	(6)	Common Stock	6,200
Market Stock Unit	\$ 0.0001 (1)	02/20/2017	02/20/2017	A		12,400		(7)	(7)	Common Stock	12,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tay Julie C/O ALIGN TECHNOLOGY INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131			VP, Asia Pacific	

Signatures

Roger E. George Atty-In-Fact for
Julie Tay 02/22/2017

__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) Represents par value of ALGN common stock.

(2) 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.

(3) 2/3rd 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.

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- 1/4th of the restricted stock unit granted on February 20, 2015 became vested on February 20, 2017 and shares were delivered to
- (4) reporting person on February 22, 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
- (5) reporting person on February 22, 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, 2017 will become vested on February 20, 2018 and shares were delivered to
- (6) reporting person on such vest date. The restricted stock unit will continue to vest annually and shares will be delivered to reporting person on each vest date.
- (7) 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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