

GUND GEORGE III
Form 4
December 01, 2008

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 *
GUND GORDON

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)
14 NASSAU STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/26/2008

____ Director
____ Officer (give title below) Other (specify below)
See Remarks Section

PRINCETON, NJ 08542

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/26/2008 | | P | | 151,000 | A | \$ 6.9967 |
| | | | | | 1,350,572 | I | |

See Footnote (1)

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)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------|
| | Director | 10% Owner | Officer | Other |
| GUND GORDON 14 NASSAU STREET PRINCETON, NJ 08542 | | | | See Remarks Section |
| Gund Grant 14 NASSAU STREET PRINCETON, NJ 08542 | | | | See Remarks Section |
| Gund G Zachary 14 NASSAU STREET PRINCETON, NJ 08542 | | | | See Remarks Section |
| Watson Richard 14 NASSAU STREET PRINCETON, NJ 08542 | | | | See Remarks Section |
| Dent Rebecca H 14 NASSAU STREET PRINCETON, NJ 08542 | | | | See Remarks Section |
| GUND GEORGE III 14 NASSAU STREET PRINCETON, NJ 08542 | | | | See Remarks Section |
| Barrows Gail 14 NASSAU STREET PRINCETON, NJ 08542 | | | | See Remarks Section |
| Gund CLAT Investments, LLC 14 NASSAU STREET PRINCETON, NJ 08542 | | | | See Remarks Section |
| Gund Llura L 14 NASSAU STREET | | | | See Remarks Section |

PRINCETON, NJ 08542

Signatures

Theodore W. Baker as Attorney in Fact for each Reporting Person

12/01/2008

__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).

These securities are owned by the Dionis Trust and by Gordon Gund and Llura L. Gund as trustees. Amount reflects the gift on July 30, (1) 2008 of 1,200,000 shares of Common Stock from the Dionis Trust to a 20-year irrevocable charitable trust, in which Mr. Gund and his spouse are trustees.

Remarks:

The Reporting Persons include Gordon Gund, Llura L. Gund, Grant Gund, G. Zachary Gund, Richard L. Watson, Rebecca H. III, Gail Barrows and Gund CLAT Investments, LLC. The Reporting Persons, in the aggregate, beneficially own 7,957,150 shares of the Issuer or 11.9% of the outstanding shares of the Issuer's Common Stock. Neither the fact of this filing nor anything contained herein shall be deemed an admission by any of the Reporting Persons that a group exists within the meaning of the Securities Exchange Act of 1934, as amended.

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.