

LACOB JOSEPH
Form 4
March 28, 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 *
LACOB JOSEPH

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)
03/27/2008

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

C/O ALIGN TECHNOLOGY INC., 881 MARTIN AVE

(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

SANTA CLARA, CA 95050

(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 or Price (A) or (D) | | |
| Common Stock | 03/27/2008 | 03/27/2008 | M | | 60,000 A \$ 0.05 | | 758,327 ⁽¹⁾ D |
| Common Stock | 03/27/2008 | 03/27/2008 | M | | 8,000 A \$ 9.8 | | 766,327 D |
| Common Stock | 03/27/2008 | 03/27/2008 | M | | 8,000 A \$ 4.04 | | 774,327 D |
| Common Stock | 03/27/2008 | 03/27/2008 | M | | 43,000 A \$ 6.15 | | 817,327 D |
| Common Stock | 03/27/2008 | 03/27/2008 | M | | 8,000 A \$ 8.84 | | 825,327 D |

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| | | | | | | | | | |
|--------------|------------|------------|---|-------|---|---------|------------------------|---|----------------------------|
| Common Stock | 03/27/2008 | 03/27/2008 | M | 8,000 | A | \$ 7.19 | 833,327 | D | |
| Common Stock | 03/27/2008 | 03/27/2008 | M | 8,000 | A | \$ 7.35 | 841,327 | D | |
| Common Stock | | | | | | | 364,006 | I | Trust for reporting person |
| Common Stock | | | | | | | 148,767 | I | Trust for children |
| Common Stock | | | | | | | 746,210 ⁽²⁾ | I | By KPCB VIII |
| Common Stock | | | | | | | 43,263 ⁽²⁾ | I | By KPCB VIII FF |
| Common Stock | | | | | | | 20,258 ⁽²⁾ | I | By KPCB Life |

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 Shares |
| Stock Option (right to buy) | \$ 0.05 | 03/27/2008 | 03/27/2008 | M | 60,000 | 05/29/1999 | 05/29/2008 | Common Stock | 60,000 |
| Stock Option (right to buy) | \$ 9.8 | 03/27/2008 | 03/27/2008 | M | 8,000 | 05/15/2002 | 05/15/2011 | Common Stock | 8,000 |
| Stock Option | \$ 4.04 | 03/27/2008 | 03/27/2008 | M | 8,000 | 05/16/2003 | 05/16/2012 | Common Stock | 8,000 |

(right to buy)

| | | | | | | | | | |
|-----------------------------|---------|------------|------------|---|--------|------------|------------|--------------|--------|
| Stock Option (right to buy) | \$ 6.15 | 03/27/2008 | 03/27/2008 | M | 43,000 | 04/23/2004 | 04/23/2013 | Common Stock | 43,000 |
|-----------------------------|---------|------------|------------|---|--------|------------|------------|--------------|--------|

| | | | | | | | | | |
|-----------------------------|---------|------------|------------|---|-------|------------|------------|--------------|-------|
| Stock Option (right to buy) | \$ 8.84 | 03/27/2008 | 03/27/2008 | M | 8,000 | 05/15/2004 | 05/15/2013 | Common Stock | 8,000 |
|-----------------------------|---------|------------|------------|---|-------|------------|------------|--------------|-------|

| | | | | | | | | | |
|-----------------------------|---------|------------|------------|---|-------|------------|------------|--------------|-------|
| Stock Option (right to buy) | \$ 7.19 | 03/27/2008 | 03/27/2008 | M | 8,000 | 05/25/2006 | 05/25/2015 | Common Stock | 8,000 |
|-----------------------------|---------|------------|------------|---|-------|------------|------------|--------------|-------|

| | | | | | | | | | |
|-----------------------------|---------|------------|------------|---|-------|------------|------------|--------------|-------|
| Stock Option (right to buy) | \$ 7.35 | 03/27/2008 | 03/27/2008 | M | 8,000 | 05/24/2007 | 05/24/2016 | Common Stock | 8,000 |
|-----------------------------|---------|------------|------------|---|-------|------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LACOB JOSEPH C/O ALIGN TECHNOLOGY INC. 881 MARTIN AVE SANTA CLARA, CA 95050 | X | | | |

Signatures

| | |
|---|------------|
| Roger E. George, Atty-in-Fact for Joseph S. Lacob | 03/28/2008 |
|---|------------|

**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).

Since the date of the reporting person's last ownership report, and in connection with acquisition of shares reported on this Form 4, he

(1) transferred an aggregate of 788,650 shares of Common Stock pursuant to a divorce settlement. The reporting person no longer reports as beneficially owned any shares held by his ex-wife.

(2) Mr. Lacob is a general partner of KPCB VIII Associates, L.P., a CA limited partnership ("KPCB VIII Associates"). KPCB VIII Associates is the general partner of Kleiner Perkins Caufield & Byers VIII, L.P., a CA limited partnership ("KPCB VIII") and KPCB VIII Founders Fund L.P., a CA limited partnership ("KPCB VIII FF"). Mr. Lacob is also a general partner of KPCB VII Associates, L.P., a CA limited partnership ("KPCB VII Associates"). KPCB VII Associates is the general partner of KPCB Life Sciences Zaibatsu Fund II, L.P., a CA limited partnership ("KPCB Life"). Mr. Lacob disclaims beneficial ownership of the shares of the Issuer's common stock held directly by KPCB VIII, KPCB VIII FF, KPCB Life, except to the extent of any indirect pecuniary interest in his distributive share therein.

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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