

Thaler Warren S
Form 4
May 20, 2011

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 *
Thaler Warren S

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)
05/19/2011

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

C/O ALIGN TECHNOLOGY, INC., 2560 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/19/2011 | 05/19/2011 | C | 3,000 A \$ 0 | 39,200 | D | |
| Common Stock | | | | | 105,584 | I | By Trust (1) |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Unit | \$ 0.0001 (2) | 05/19/2011 | 05/19/2011 | C | 3,000 | (3) (3) | Common Stock |
| Stock Option (Right to Buy) | \$ 24.205 | 05/19/2011 | 05/19/2011 | A | 10,000 | 05/19/2012(4) 05/19/2018 | Common Stock |
| Restricted Stock Unit | \$ 0.0001 (2) | 05/19/2011 | 05/19/2011 | A | 3,000 | (5) (5) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Thaler Warren S C/O ALIGN TECHNOLOGY, INC. 2560 ORCHARD PARKWAY SAN JOSE, CA 95131 | | X | | |

Signatures

Roger E. George Atty-in-Fact for Warren Thaler
05/20/2011

__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 shares held by the Thaler Family Trust for the which the spouse of the reporting person is the trustee.
- (2) Represents par value of ALGN common stock
- (3) 100% of the restricted stock unit granted on May 20, 2010 became vested on May 19, 2011 and shares were delivered to reporting person on such vest date.
- (4) Represents an option in which all of the shares underlying the option become vested and exercisable upon the earlier of (i) one year after the date of grant or (ii) the date of the issuer's annual meeting of stockholders to be held in 2012.
- (5) 100% of the restricted stock unit will become vested upon the earlier of (i) one year after the date of grant or (ii) the date of issuer's annual meeting of stockholders to be held in 2012. Shares will be delivered to reporting person on each vest date.

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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