

ALIGN TECHNOLOGY INC
Form 4
March 01, 2005

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)
02/28/2005

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 94025

(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)	Price		
				Code V	Amount		
Common Stock	02/28/2005	02/28/2005	P	500 A	\$ 7.48	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	5,200 A	\$ 7.49	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	1,800 A	\$ 7.5	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	1,608 A	\$ 7.51	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	1,892 A	\$ 7.52	I	By Lacob Trust ⁽¹⁾

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Common Stock	02/28/2005	02/28/2005	P	5,200	A	\$ 7.53	775,908	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	4,900	A	\$ 7.54	780,808	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	3,200	A	\$ 7.55	784,008	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	5,500	A	\$ 7.56	789,508	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	2,800	A	\$ 7.57	792,308	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	1,900	A	\$ 7.58	794,208	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	1,500	A	\$ 7.59	795,708	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	2,700	A	\$ 7.61	798,408	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	2,200	A	\$ 7.62	800,608	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	4,600	A	\$ 7.63	805,208	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	3,500	A	\$ 7.64	808,708	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	2,000	A	\$ 7.65	810,708	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	900	A	\$ 7.66	811,608	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	4,200	A	\$ 7.67	815,808	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	1,400	A	\$ 7.69	817,208	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	1,100	A	\$ 7.71	818,308	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	1,300	A	\$ 7.73	819,608	I	By Lacob Trust ⁽¹⁾
Common Stock	02/28/2005	02/28/2005	P	1,919	A	\$ 7.75	821,527	I	By Lacob Trust ⁽¹⁾
Common Stock							1,131,202	D	
Common Stock							1,492,421	I	By KPCB VIII ⁽²⁾
							86,526	I	

Common Stock							By KPCB VIII FF ⁽²⁾
Common Stock		40,516		I			By KPCB Life ⁽²⁾

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
LACOB JOSEPH C/O ALIGN TECHNOLOGY INC 881 MARTIN AVE. SANTA CLARA, CA 94025		X		

Signatures

Joseph Lacob 03/01/2005
 __Signature of Date
 Reporting Person

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) Mr. Lacob disclaims beneficial ownership of the shares of the Issuer's Common Stock held by the Lacob Trust except to the extent of any indirect pecuniary interest in his distributive share therein.

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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 Founders Fund, L.P., a CA limited partnership ("KPCB VIII FF"). Mr. Lacob is also a general partner of KPCB VII Associates, 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 and 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. 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.