

THERMAGE INC
Form 3
November 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>BYRNES ROBERT F</p> <p>(Last) (First) (Middle)</p> <p>6339 E. BLAIRWOOD LANE</p> <p>(Street)</p> <p>ORANGE, CA 92867</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/09/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>THERMAGE INC [THRM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	697,916	I <u>(1)</u>	By Byrnes Family Trust
Common Stock	216,000	I <u>(2)</u>	By Byrnes 1998 Generational Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series C Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	44,000	\$ (5)	I (2)	By Byrnes 1998 Generational Trust
Director Stock Option (right to buy)	Â (6)	05/03/2016	Common Stock	10,000	\$ 3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNES ROBERT F 6339 E. BLAIRWOOD LANE ORANGE, CA 92867	Â X	Â X	Â	Â

Signatures

/s/ Robert F. Byrnes 11/09/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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. Byrnes disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. These securities are held in a trust for the benefit of Mr. Brynes' children of which Mr. Byrnes serves as a trustee. Mr. Byrnes disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Byrnes is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (2) Immediately.
- (3) Not applicable.
- (4) 1-for-1.
- (5) This option vests and the shares become exercisable according to the following schedule: 1/48 on March 31, 2006 and 1/48 on the last day of each full calendar month thereafter.

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Remarks:

The Date of Event is based upon the date of effectiveness of the Issuer's Registration Statement of

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.