Thorndike William N Jr Form 3 December 19, 2012

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement LEMAITRE VASCULAR INC [LMAT] Thorndike William N Jr (Month/Day/Year) 12/09/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O LEMAITRE VASCULAR, (Check all applicable) INC., 63 SECOND AVENUE (Street) 6. Individual or Joint/Group 10% Owner _X__ Director Officer _Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person BURLINGTON, MAÂ 01803 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 87,202 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

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)
	Date Exercisable Expiration Date	Title	Derivative Security	Security: Direct (D)	

Edgar Filing: Thorndike William N Jr - Form 3

			Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	05/30/2003(1) 03/06/2013	Common Stock	3,500	\$ 7.86	I	See Footnote (3)
Stock Option (Right to Buy)	01/27/2005(1) 03/06/2013	Common Stock	1,503	\$ 10.45	I	See Footnote (3)
Stock Option (Right to Buy)	07/20/2005(1) 03/06/2013	Common Stock	1,327	\$ 11.3	I	See Footnote (3)
Stock Option (Right to Buy)	04/26/2006(1) 03/06/2013	Common Stock	8,170	\$ 12.37	I	See Footnote (3)
Stock Option (Right to Buy)	09/01/2008(4) 03/06/2013	Common Stock	15,000	\$ 3.4	I	See Footnote (3)
Stock Option (Right to Buy)	07/27/2009(4) 03/06/2013	Common Stock	15,000	\$ 3	I	See Footnote (3)
Stock Option (Right to Buy)	07/26/2010(4) 03/06/2013	Common Stock	10,000	\$ 5.85	I	See Footnote (3)
Stock Option (Right to Buy)	07/26/2011(4) 03/06/2013	Common Stock	5,000	\$ 7.1	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
Thorndike William N Jr						
C/O LEMAITRE VASCULAR, INC. 63 SECOND AVENUE	ÂΧ	Â	Â	Â		
BURLINGTON. MA 01803						

Signatures

/s/ Laurie Churchill, Attorney-in-Fact

**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) This option is fully exercisable. It vested over a five-year period at a rate of 20% on the anniversary of the date listed on the table, with the balance vesting in equal annual installments over the remaining four years.
- Because the reporting person ceased serving on the Board of Directors of the Issuer as a representative of Housatonic Equity Investors (2) L.P on December 6, 2012, such option will no longer be exercisable, and will be forfeited if not sooner exercised, as of March 6, 2013. The Reporting Person rejoined the Board of Directors of the Issuer on December 9, 2012 strictly in an individual capacity.
- (3) This option is held by Housatonic Equity Investors L.P. Housatonic Equity Partners I, LLC is the general partner of Housatonic Equity Investors L.P., and William N. Thorndike, Jr. is a managing director of Housatonic Equity Partners I, LLC and a limited partner of Housatonic Equity Investors L.P. In such capacities the reporting person may be deemed to share voting and investment power with

Reporting Owners 2

Edgar Filing: Thorndike William N Jr - Form 3

respect to the securities held of record by Housatonic Equity Investors L.P. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and the reporting herein of such securities shall not be construed as an admission of beneficial ownership thereof for purposes of Section 16 or for any other purpose.

This option is exercisable and vested to the extent set forth in column 3. To the extent the original grant was unvested on December 6, 2012, such portion of the grant was forfeited because the reporting person ceased serving on the Board of Directors of the Issuer as a representative of Housatonic Equity Investors L.P on such date. The Reporting Person rejoined the Board of Directors of the Issuer on December 9, 2012 strictly in an individual capacity.

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.