Thorndike William N Jr Form 4 March 11, 2013

## FORM 4

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

**OMB APPROVAL OMB** 

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Thorndike William N Jr

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

LEMAITRE VASCULAR INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[LMAT]

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director Officer (give title

10% Owner Other (specify

C/O LEMAITRE VASCULAR, INC., 63 SECOND AVENUE

4. If Amendment, Date Original

03/07/2013

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Darivotive Securities Acquired Disposed of ar Rangicially Ox

BURLINGTON	N, MA 01803
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(- 3)	(······)	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	ie i - Non-i	Derivative	Secur	ities Acqui	rea, Disposea oi,	or Beneficial	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit omr Dispos (Instr. 3, 4	ed of (	` ′	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/07/2013		S	10,000	D	\$ 6	11,529	I	See footnote (1)
Common Stock	03/08/2013		S	600	D	\$ 6.0183	10,929	I	See footnote (1)
Common Stock							87,202	D	

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Thorndike William N Jr C/O LEMAITRE VASCULAR, INC. 63 SECOND AVENUE BURLINGTON, MA 01803

X

# **Signatures**

/s/ Laurie Churchill, Attorney-in-Fact

03/11/2013

\*\*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).

These shares are 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

- (1) Housatonic Equity Investors L.P. In such capacities the reporting person may be deemed to share voting and investment power with 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.
  - The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$6.00 to \$6.03.
- (2) The reporting person undertakes to provide to the issuer, any securityholder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and price at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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