

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>Â Heigel Douglas W</p> <p>(Last) (First) (Middle)</p> <p>C/O THERMAGE, INC.,Â 25881 INDUSTRIAL BOULEVARD</p> <p>(Street)</p> <p>HAYWARD,Â CAÂ 94545</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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP Operations</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	73,124	D	Â

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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	05/14/2012	Common Stock	834 (2)	\$ 0.45	D	Â
Employee Stock Option (right to buy)	Â (3)	04/03/2013	Common Stock	5,000 (4)	\$ 0.45	D	Â
Employee Stock Option (right to buy)	Â (5)	07/22/2013	Common Stock	34,167 (6)	\$ 0.7	D	Â
Employee Stock Option (right to buy)	Â (7)	11/20/2013	Common Stock	46,875 (8)	\$ 1.1	D	Â
Employee Stock Option (right to buy)	Â (9)	05/20/2014	Common Stock	20,000	\$ 1.9	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heigel Douglas W C/O THERMAGE, INC. 25881 INDUSTRIAL BOULEVARD HAYWARD, CA 94545	Â	Â	Â VP Operations	Â

Signatures

/s/ Douglas W. Heigel 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) This option vests and the shares become exercisable according to the following schedule: 1/4 on May 15, 2003 and 1/48 on the last day of each full calendar month thereafter.
- (2) The original option grant for 40,000 shares was partially exercised as follows: 10,000 shares on May 28, 2003, 5,833 shares on January 19, 2004, 1,667 shares on March 24, 2004 and 21,666 shares on May 2, 2006.
- (3) This option vests and the shares become exercisable according to the following schedule: 1/48 on May 31, 2003 and 1/48 on the last day of each full calendar month thereafter.
- (4) The original option grant for 20,000 was partially exercised as follows: 3,333 shares on January 19, 2004, 834 shares on March 24, 2004 and 10,833 shares on May 2, 2006.
- (5) This option vests and the shares become exercisable according to the following schedule: 1/48 on August 31, 2003 and 1/48 on the last day of each full calendar month thereafter.
- (6) The original option grant for 40,000 shares was partially exercised as follows: 4,167 on January 19, 2004 and 1,666 shares on March 24, 2004.
- (7)

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This option vests and the shares become exercisable according to the following schedule: 1/48 on December 31, 2003 and 1/48 on the last day of each full calendar month thereafter.

- (8) The original option grant for 50,000 shares was partially exercised as follows: 3,125 shares on March 24, 2004.
- (9) This option vests and the shares become exercisable according to the following schedule: 1/48 on June 30, 2004 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 or

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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