Jackson Michael C Form 5 February 14, 2008

securities beneficially owned directly or indirectly.

### OMB APPROVAL

FORI	VI 5						OND	II I I IO VAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION							N OMB Number:	3235-0362	
no longe	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.  Washington, D.C. 20549  ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005	
Form 4 of 5 obligated may con								average urs per . 1.0	
See Instr 1(b). Form 3 I Reported Form 4 Transact Reported	Filed put Holdings Section 176	rsuant to Section (a) of the Public U 30(h) of the I	Jtility Holdi	ing Compa	ny Act of	1935 or Secti			
1. Name and Jackson M	Address of Reporting ichael C	Symbol LEMA	2. Issuer Name and Ticker or Trading Symbol LEMAITRE VASCULAR INC [LMAT]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Month/	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 02/14/2008			_X_ Director 10% Owner Officer (give title Other (specify below)			
	AITRE VASCUL. SECOND AVEN	AR,	2000						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting			
	(che				eck applicable line	ek applicable line)			
BURLING	TON, MA 01	803					y One Reporting I y More than One I		
(City)	(State)	(Zip) Tal	ble I - Non-De	erivative Sec	urities Acq	uired, Disposed	of, or Beneficia	lly 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)		A) or f (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	eport on a separate line	e for each class of	Persons w	vho respon	d to the c	ollection of infe	ormation	SEC 2270	

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. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securiti

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(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Stock Option (Right to Buy)	\$ 6.1	07/18/2007	Â	A4	7,500	Â	07/18/2007(1)	07/18/2014	Common Stock	7,50

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
Jackson Michael C							
C/O LEMAITRE VASCULAR, INC.	â v	Â	â	â			
63 SECOND AVENUE	АЛ	A	A	A			
BURLINGTON, MA 01803							

# **Signatures**

Christopher H. Martin Attorney-in-Fact 02/14/2008

\*\*Signature of Reporting Person Dat

# **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).
- This option is exercisable and vests over a three-year period at a rate of 33 1/3% on the anniversary of the date listed in the table, with the balance vesting in equal annual installments over the remaining two years. These options shall continue to vest as described above to the extent that a representative of Housatonic Equity Investors, L.P. continues to perform services for the Company.
  - 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 Michael C. Jackson is a manager of Housatonic Equity Partners I, LLC and a partner of 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 therein of such securities shall not be construed as an admission of beneficial ownership thereof for purposes of Section 16 or for any other purpose.

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### **Remarks:**

This option grant was reported earlier on a Form 4, Statement of Changes in Beneficial Ownership,

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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