Thorndike William N Jr Form 4 July 28, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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Check this box

Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

(Month/Day/Year)

07/26/2010

5. Relationship of Reporting Person(s) to

Issuer

below)

Thorndike William N Jr

LEMAITRE VASCULAR INC

(Check all applicable)

[LMAT]

(Last)

Security

(Instr. 3)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

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

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BURLINGTON, MA 01803

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

Reported

Code V Amount (D) Price

(A)

or

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of 5. Number of 6. Date Exercisable and (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Derivative Conversion

7. Title and Amount of Underlying Securities

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| Security (Instr. 3) | or Exercise Price of Derivative Security | • | any (Month/Day/Year) | | 3) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | |
|------------------------------|---------------------------------------------------|------------|-------------------------|------|----|-----------------------------------------------------------------|-----|------------------|--------------------|------------------|------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Stock Option (Right to | \$ 5.85 | 07/26/2010 | | A | | 15,000 | | 07/26/2010(1) | 07/26/2015 | Common Stock | 15,000 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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



Signatures

Buy)

/s/ Aaron M. Grossman Attorney-in-Fact

07/28/2010

**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).
- 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.
 - These securities are held by Housatonic Equity Investors L.P. Housatonic Equity Partners I, LLC is the sole general partner of Housatonic Equity Investors L.P., and William N. Thorndike, Jr. is the managing director of Housatonic Equity Partners I, LLC. As such, 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.

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.

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