SEC Form 3

FORM 3

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

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Linden Debert V	2. Date of Even Requiring State (Month/Day/Yea	ment	3. Issuer Name and Ticker or Trading Symbol <u>LEMAITRE VASCULAR INC</u> [LMAT]					
1	04/25/2008	Í	4. Relationship of Reporting Pers (Check all applicable)	son(s) to Issu		5. If Amendment, Date of Original Filed (Month/Day/Year)		
C/O LEMAITRE VASCULAR, INC. 63 SECOND AVENUE			Director X Officer (give title below) VP, North America	10% Own Other (spe below) In Sales	ecify App	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) BURLINGTON MA 01803						Form filed b Reporting F	by More than One Person	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			. Amount of Securities eneficially Owned (Instr. 4)	· .		Nature of Indirect Beneficial Ownership str. 5)		
Common Stock			469	D				
Common Stock			1,000(1)	D				
Common Stock			2,300 ⁽²⁾	D				
Common Stock			491 ⁽³⁾	D	D			
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)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr		4. Conversion or	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Exercise Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (Right to Buy)	09/06/2002 ⁽⁴⁾	09/05/2012	Common Stock	2,000	7.44	D		
Stock Option (Right to Buy)	02/27/2004 ⁽⁴⁾	02/26/2014	Common Stock	1,250	8.73	D		
Stock Option (Right to Buy)	01/27/2005 ⁽⁴⁾	01/26/2015	Common Stock	1,000	10.45	D		
Stock Option (Right to Buy)	07/20/2005 ⁽⁴⁾	07/19/2015	Common Stock	1,770	11.3	D		
Stock Option (Right to Buy)	12/22/2005 ⁽⁴⁾	12/21/2015	Common Stock	2,000	11.78	D		
Stock Option (Right to Buy)	01/26/2006 ⁽⁴⁾	01/25/2013	Common Stock	500	11.84	D		

Explanation of Responses:

1. These shares represent the remaining unvested balance of restricted stock units issued on December 22, 2006, pursuant to a restricted stock unit agreement between LeMaitre Vascular, Inc. and Robert V. Linden. The 1,500 restricted stock units originally issued vest over a three-year period at a rate of one-third on the anniversary of the issuance date, with the balance vesting in equal annual installments over the remaining two years. In order to satisfy tax withholding obligations incurred upon the vesting of the first third of these restricted stock units on December 22, 2007, 148 of the 500 shares vesting on that date were withheld by the issuer.

2. These shares represent restricted stock units issued on May 2, 2007, pursuant to a restricted stock unit agreement between LeMaitre Vascular, Inc. and Robert V. Linden. The restricted stock units vest over a five-year period at a rate of 20% on the anniversary of the issuance date, with the balance vesting in equal annual installments over the remaining four years.

3. These shares represent restricted stock units issued on July 18, 2007, pursuant to a restricted stock unit agreement between LeMaitre Vascular, Inc. and Robert V. Linden. The restricted stock units vest over a five-year period at a rate of 20% on the anniversary of the issuance date, with the balance vesting in equal annual installments over the remaining four years.

4. This stock option is exercisable and vests over a five-year period at a rate of 20% on the anniversary of the date listed in the table, with the balance vesting in equal annual installments over the remaining four years.

Remarks:

Exhibit Index Exhibit 24 - Power of Attorney

/s/ Christopher H. Martin Attorney-in-Fact

04/29/2008

** Signature of Reporting Person

Date

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

 * 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints Aaron M. Grossman and Christopher H. Martin, and any one of them acting singly, the true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place, and stead, in any and all capacities to sign any and all instruments, certificates, and documents verbally approved by the undersigned that, as a result of the undersigned's service as an executive officer of LeMaitre Vascular, Inc., are required to be executed on behalf of the undersigned pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the undersigned might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in effect until it is revoked in writing or the undersigned has ceased to serve as an executive officer of LeMaitre Vascular, Inc.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of April 22, 2008.

/s/ Robert V. Linden