

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Pellegrino Joseph P JR</u> _____ (Last) (First) (Middle) <u>C/O LEMAITRE VASCULAR, INC.</u> <u>63 SECOND AVENUE</u> _____ (Street) <u>BURLINGTON MA 01803</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LEMAITRE VASCULAR INC [ LMAT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/10/2015		M		18,611 <sup>(1)</sup>	A	\$7.1	129,000	D	
Common Stock	12/10/2015		S		18,611	D	\$16.0078 <sup>(2)</sup>	110,389	D	
Common Stock	12/10/2015		M		2,422 <sup>(1)</sup>	A	\$6.23	112,811	D	
Common Stock	12/10/2015		S		2,422	D	\$16.0078 <sup>(2)</sup>	110,389	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$7.1	12/10/2015		M		18,611		07/26/2011 <sup>(3)</sup>	07/26/2018	Common Stock	18,611	\$0.00	8,240	D	
Stock Option (Right to Buy)	\$6.23	12/10/2015		M		2,422		07/25/2012 <sup>(3)</sup>	07/25/2019	Common Stock	2,422	\$0.00	46,561	D	

**Explanation of Responses:**

- Represents shares acquired upon exercise of options by the Reporting Person, as reported in Table II.
- The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$16.00 to \$16.03. 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.
- This option is exercisable and vests over a five-year period at a rate of 20% on the first anniversary of the date listed in the table, with the balance vesting in equal annual installments over the remaining four years.

**Remarks:**

/s/ Laurie Churchill, Attorney-in-fact 12/14/2015

\*\* 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 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).

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.**