

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>LeMaitre George W</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	12/19/2019		M		17 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	2,980,450	D	
Common Stock	12/19/2019		F		691 <sup>(2)</sup>	D	\$35.83	2,979,759	D	
Common Stock	12/20/2019		A		5,109 <sup>(3)</sup>	A	\$0	2,984,868	D	
Common Stock								34,962	I	See footnote <sup>(4)</sup>

**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
Dividend Equivalent Rights	(5)	12/19/2019		M			17 <sup>(5)</sup>	(5)	(5)	Common Stock	17	\$0	68	D	
Stock Option (Right to Buy)	\$35.48 <sup>(6)</sup>	12/20/2019		A		43,050		12/20/2019 <sup>(7)</sup>	12/20/2026 <sup>(8)</sup>	Common Stock	43,050	\$0	43,050	D	

**Explanation of Responses:**

- Represents shares acquired upon release of dividend equivalent rights, as reported in Table II, on a one-for-one basis.
- These shares represent shares withheld by the Issuer to satisfy tax withholding obligations incurred upon the vesting of restricted stock units awarded to the reporting person on December 19, 2018. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
- Represents a restricted stock unit award that vests on a time-based schedule as follows: 20% of the award vests on the anniversary of the grant date listed in the table, with the balance vesting in equal annual installments over the remaining four years. This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on each vesting date.
- These shares are owned by LeMaitre Family LLC. A trust for the benefit of the Reporting Person holds a 20% membership interest in LeMaitre Family LLC. LeMaitre Family LLC is 100% owned by Peter Boland, as trustee for various trusts formed for the benefit of the children of George D. LeMaitre, the Issuer's founder, and Cornelia W. LeMaitre. LeMaitre Family LLC currently holds 174,812 shares of the Issuer's Common Stock. The Reporting Person disclaims 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 the purposes of Section 16 or for any other purpose.
- These dividend equivalent rights were released in connection with the vesting of a restricted stock unit award granted on December 19, 2018. Each dividend equivalent right is the economic equivalent of one share of the Issuer's common stock.
- The exercise price of this option to the extent it is an incentive stock option is \$39.03 per share, and the exercise price of this option to the extent it is a nonqualified stock option is \$35.48 per share.
- 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, and the balance vests in equal annual installments over the remaining four years, with the final vesting occurring on the 11th month after the fourth anniversary.
- The expiration date of this option to the extent it is an incentive stock option is 12/20/2024, and the expiration date of this option to the extent it is a nonqualified stock option is 12/20/2026.

/s/ Laurie A. Churchill,  
Attorney-in-fact

12/23/2019

\*\* 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.

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