

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

<b>1. Name and Address of Reporting Person*</b> HOUSATONIC EQUITY INVESTORS LP/MA  (Last) (First) (Middle) 44 MONTGOMERY STREET, SUITE 4010  (Street) SAN FRANCISCO CA 94104  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 10/18/2006	<b>3. Issuer Name and Ticker or Trading Symbol</b> LEMAITRE VASCULAR INC [LMAT]	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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 Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	113,798	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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares <sup>M</sup>			
Stock Option (Right to Buy)	07/31/2000 <sup>(1)</sup>	06/30/2010	Common Stock	2,000	\$ 3.625	D	
Stock Option (Right to Buy)	05/17/2002 <sup>(1)</sup>	05/16/2012	Common Stock	3,500	\$ 7.03	D	
Stock Option (Right to Buy)	05/30/2003 <sup>(1)</sup>	05/29/2013	Common Stock	3,500	\$ 7.86	D	
Stock Option (Right to Buy)	01/27/2005 <sup>(1)</sup>	01/26/2015	Common Stock	1,503	\$ 10.45	D	
Stock Option (Right to Buy)	07/20/2005 <sup>(1)</sup>	07/19/2015	Common Stock	1,327	\$ 11.3	D	
Stock Option (Right to Buy)	04/26/2006 <sup>(2)</sup>	04/25/2013	Common Stock	8,170	\$ 12.37	D	
Series A Preferred Stock	(3)	(3)	Common Stock	63,731 <sup>(4)</sup>	\$ (3)	D	

**Explanation of Responses:**

- This option is exercisable and vests over a five year period at a rate of 20% after one year of service from the date listed on the table, and the balance vesting in equal annual installments over the remaining 4 years. These options shall continue to vest as described above to the extent a representative of Housatonic Equity Investors, L.P. continues to perform services for the Company.
- This option is exercisable and vests over a three year period at a rate of 33 1/3% after one year of service from the date listed on the table, and the balance vesting in equal annual installments over the remaining 2 years. These options shall continue to vest as described above to the extent a representative of Housatonic Equity Investors, L.P. continues to perform services for the Company.
- The preferred stock is convertible at any time, at the holder's election, and automatically upon consummation of the Issuer's Initial Public Offering, on a twenty-for-one basis and has no expiration date.
- The shares listed on the table will convert into 1,274,620 shares of common stock at the holder's election and automatically upon the consummation of the Issuer's Initial Public Offering.

**Remarks:**

Exhibit Index

Exhibit 24 - Power of Attorney

/s/ Aaron M. Grossman                      10/18/2006  
 Attorney-in-Fact  
 \*\* Signature of Reporting                      Date  
 Person

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 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 (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of the undersigned as an individual or on behalf of the undersigned's holding company, as the case may be, 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.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 9th day of October, 2006.

Housatonic Equity Investors, L.P.  
By: Housatonic Equity Partners I, L.L.C.

/s/ William N. Thorndike, Jr.

Name: William N. Thorndike, Jr.  
Title: Managing Director