

OMB APPROVAL	
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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Kelly Kevin D <hr/> (Last) (First) (Middle) C/O LEMAITRE VASCULAR, INC., 63 SECOND AVENUE <hr/> (Street) BURLINGTON MA 01803 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol LEMAITRE VASCULAR INC [LMAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) V. P. North American Sales
	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2007	
	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	12/22/2007		F		530 ⁽¹⁾	D	\$ 6.37	25,465	D	
Common Stock	02/27/2008		F		816 ⁽²⁾	D	\$ 4.79	24,649	D	
Common Stock	02/29/2008		A		1,000 ⁽³⁾	A	\$ 0	25,649	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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. These shares represent shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units awarded to the reporting person on December 22, 2006. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
2. These shares represent shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units awarded to the reporting person on February 27, 2007. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
3. These shares represent restricted stock units issued pursuant to a restricted stock unit agreement between LeMaitre Vascular, Inc. and Kevin D. Kelly. The restricted stock units vest over a five-year period at a rate of 20% on the anniversary of the date listed in the table, and the balance vesting in equal annual installments over the remaining four years. This transaction is considered an exempt acquisition pursuant to Rule 16b-3(d) promulgated under the Securities Exchange Act of 1934.

/s/ Christopher H. Martin
Attorney-in-Fact 03/05/2008

** 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 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.