

THERMAGE INC
Form 3
November 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Meader Richard J
(Last) (First) (Middle)

C/O THERMAGE,
INC., 25881 INDUSTRIAL
BOULEVARD

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/09/2006

3. Issuer Name and Ticker or Trading Symbol
THERMAGE INC [THRM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
VP Quality Affairs

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

86,562

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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 control number.

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	01/18/2011	Common Stock	22,500 (2)	\$ 0.45	D	Â
Employee Stock Option (right to buy)	Â (3)	09/19/2012	Common Stock	30,938 (4)	\$ 0.45	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meader Richard J C/O THERMAGE, INC. 25881 INDUSTRIAL BOULEVARD HAYWARD,Â CAÂ 94545	Â	Â	Â VP Quality Affairs	Â

Signatures

/s/ Richard J.
Meader 11/09/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This option vests and the shares become exercisable according to the following schedule: 1/4 on January 1, 2002 and 1/48 on the last day of each full calendar month thereafter.
- (2) The original option grant for 90,000 shares was partially exercised as follows: 54,375 shares on July 18, 2003 and 13,125 shares on January 19, 2004.
- (3) This option vests and the shares become exercisable according to the following schedule: 1/48 on October 31, 2002 and 1/48 on the last day of each full calendar month thereafter.
- (4) The original option grant for 45,000 shares was partially exercised as follows: 8,437 shares on July 18, 2003 and 5,625 shares on January 19, 2004.

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Remarks:

TheÂ DateÂ ofÂ EventÂ isÂ basedÂ uponÂ theÂ dateÂ ofÂ effectivenessÂ ofÂ theÂ Issuer'sÂ RegistrationÂ StatementÂ or

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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