

LeMaitre George W
 Form 4
 July 27, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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 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 *
 LeMaitre George W

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
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Last) (First) (Middle)
 C/O LEMAITRE VASCULAR,
 INC., 63 SECOND AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/25/2018

BURLINGTON, MA 01803

4. 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

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	07/25/2018		M			36 ⁽¹⁾	A	<u>1</u>	3,085,291	D	
Common Stock	07/25/2018		F			767 ⁽²⁾	D	\$ 37.36	3,084,524	D	
Common Stock	07/25/2018		S			22,000 ⁽³⁾	D	\$ ⁽⁴⁾ 37.255	3,062,524	D	
Common Stock	07/26/2018		S			17,238 ⁽³⁾	D	\$ ⁽⁵⁾ 37.4513	3,045,286	D	
	07/27/2018		S			582 ⁽³⁾	D	\$ 37.54	3,044,704	D	

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Common
Stock

Common Stock 52,031 I ⁽⁶⁾ See footnote

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

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V (A) (D)			
Dividend Equivalent Rights	<u>(7)</u>	07/25/2018		M	<u>36</u> <u>(7)</u>	<u>(7)</u> <u>(7)</u>	Common Stock	36	\$ 0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LeMaitre George W C/O LEMAITRE VASCULAR, INC. 63 SECOND AVENUE BURLINGTON, MA 01803	X	X	Chairman and CEO	

Signatures

/s/ Laurie A. Churchill,
Attorney-in-fact 07/27/2018
**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) 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

(2) units awarded to the reporting person on July 25, 2016. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.

(3) This transaction was effected pursuant to a Rule 10b5-1 trading plan established by the Reporting Person.

The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$37.15 to

(4) \$37.36. 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.

The price reported in Column 4 is a weighted average price. The transaction was executed in multiple trades ranging from \$37.37 to

(5) \$37.54. 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.

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 260,154 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.

(7) These dividend equivalent rights were released in connection with the vesting of a restricted stock unit award granted on 7/25/2016. Each dividend equivalent right is the economic equivalent of one share of the Issuer's common stock.

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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