THERMAGE INC

Form 4 June 20, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MORGENTHALER VENTURE PARTNERS V LP

> (First) (Last)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

THERMAGE INC [THRM]

3. Date of Earliest Transaction

(Month/Day/Year) 06/20/2007

50 PUBLIC SQUARE, SUITE 2700

(Zip)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

CLEVELAND, OH 44113

(City)

Common

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

(State)

06/20/2007

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Amount (D) Price

Code V S 83,300

1,713,693

 $D^{(1)}$

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: THERMAGE INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	/e		Securities	(Instr. 5)	Bene
	Derivative				Securitie	s		(Instr. 3 and 4)	Own
	Security				Acquired	l				Follo
	Ĭ				(A) or					Repo
					Disposed	ł				Trans
					of (D)					(Instr
					(Instr. 3,					ì
					4, and 5)					
					<u>.</u>					
				Code V	(A) (D)		*	Title Amoun	t	
						Exercisable	Date	or		
								Numbe	r	
								of		
								Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MORGENTHALER VENTURE PARTNERS V LP								
50 PUBLIC SQUARE								
SUITE 2700								
CLEVELAND, OH 44113								
MORGENTHALER PARTNERS VII LP								
50 PUBLIC SQUARE		X						
SUITE 2700		Λ						
CLEVELAND, OH 44113								

Signatures

Theodore A.
Laufik

**Signature of Reporting Person

O6/20/2007

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).

The reported securities are owned directly by Morgenthaler Venture Partners V, LP and indirectly by Morgenthaler Management Partners (1) V, LLC as general partner of Morgenthaler Venture Partners V, LP. Morgenthaler Management Partners V, LLC disclaims beneficial owership of these securities except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2