THERMAGE INC Form 4 August 07, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COLELLA SAMUEL D Issuer Symbol THERMAGE INC [THRM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title __X_ Other (specify 3000 SAND HILL 08/03/2007 below) below) ROAD, BUILDING 4, SUITE 210 Resigned as Director (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting MENLO PARK, CA 94205 Person (Ctata)

(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. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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)
Common Stock	08/03/2007		J <u>(1)</u>	922,400	D	\$0	1,971,630	I	By Institutional Venture Partners VII, L.P. (1)
Common Stock	08/03/2007		J(2)	55,738	D	\$0	800	I	By Institutional Venture Management VII, L.P. (2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivative	/e		Securi	ties	(Instr. 5)
	Derivative				Securitie	S		(Instr.	3 and 4)	
	Security				Acquirec	l				
					(A) or					
					Disposed	l				
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title Number		
				C 1	V (A) (D)				of	
				Code	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the relation	Director	10% Owner	Officer	Other		
COLELLA SAMUEL D 3000 SAND HILL ROAD BUILDING 4, SUITE 210 MENLO PARK, CA 94205				Resigned as Director		
INSTITUTIONAL VENTURE PARTNERS VII 3000 SAND HILL ROAD BUILDING 4, SUITE 210 MENLO PARK, CA 94205				No longer 10% owner		
INSTITUTIONAL VENTURE MANAGEMENT VII LP 3000 SAND HILL ROAD BUILDING 4, SUITE 210 MENLO PARK, CA 94205				No longer 10% owner		
Signatures						

/s/ Samuel D. Colella	08/07/2007		
**Signature of Reporting Person	Date		
/s/ Samuel D. Colella for INSTITUTIONAL VENTURE PARTNERS VII, L.P.	08/07/2007		
**Signature of Reporting Person	Date		
/s/ Samuel D. Colella for INSTITUTIONAL VENTURE MANAGEMENT VII, L.P.	08/07/2007		

Reporting Owners 2 **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 in-kind distribution by Institutional Venture Partners VII, L.P. without consideration to its limited and general partner(s).
- (2) Represents in-kind distribution by Institutional Venture Management VII, L.P. without consideration to its limited and general partner(s). 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.

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