

THERMAGE INC
Form 4
December 04, 2006

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 *
Carnell Clint

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

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

C/O THERMAGE, INC., 25881 INDUSTRIAL BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2006

(Check all applicable)
_____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Domestic Sales

(Street)

HAYWARD, CA 94545

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	11/30/2006		P	7,522 A \$ 6.86	7,522	D (1)	
Common Stock	11/30/2006		P	3,400 A \$ 6.98	10,922	D (1)	
Common Stock	11/30/2006		P	2,500 A \$ 6.9	13,422	D (1)	
Common Stock	11/30/2006		P	1,000 A \$ 6.95	14,422	D (1)	
Common Stock	11/30/2006		P	400 A \$ 6.84	14,822	D (1)	

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Common Stock 11/30/2006 P 178 A \$ 6.85 15,000 D ⁽¹⁾

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)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)	10. Follow-up Report Transaction (Instr. 3)
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships Director 10% Owner Officer Other

Carnell Clint VP Domestic Sales
C/O THERMAGE, INC.
25881 INDUSTRIAL BOULEVARD
HAYWARD, CA 94545

Signatures

/s/ Clint Carnell 12/04/2006
**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) All securities are held in a joint account in the name of Clinton E. Carnell & Louise W. Carnell.

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.