

THERMAGE INC
Form 4
November 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
ESSEX WOODLANDS HEALTH VENTURES FUND V LP

(Last) (First) (Middle)

21 WATERWAY AVENUE, SUITE 225

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D) Price			
Common Stock	11/15/2006		C	1,604,996 A	1,675,221	D (2)	

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

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SEC 1474 (9-02)

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

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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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series C Convertible Preferred Stock Warrant (right to buy)	\$ 4.5	11/15/2006		X		88,889		<u>(3)</u>	03/12/2009	Common Stock
Series C Convertible Preferred Stock	<u>(5)</u> <u>(7)</u>	11/15/2006		X		88,889		<u>(3)</u>	<u>(1)</u>	Common Stock
Series C Convertible Preferred Stock	<u>(5)</u> <u>(7)</u>	11/15/2006		F		60,637		<u>(3)</u>	<u>(1)</u>	Common Stock
Series C Convertible Preferred Stock Warrant (right to buy)	\$ 4.5	11/15/2006		X		66,667		<u>(3)</u>	05/29/2009	Common Stock
Series C Convertible Preferred Stock	<u>(6)</u> <u>(7)</u>	11/15/2006		X		66,667		<u>(3)</u>	<u>(1)</u>	Common Stock
Series C Convertible Preferred Stock	<u>(6)</u> <u>(7)</u>	11/15/2006		F		45,478		<u>(3)</u>	<u>(1)</u>	Common Stock
Series C Convertible Preferred Stock	<u>(8)</u>	11/15/2006		C		1,604,996		<u>(3)</u>	<u>(1)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

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