

MENDELOW STEVEN
Form 4
December 24, 2008

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 *
MENDELOW STEVEN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

THERMAGE, 25881 INDUSTRIAL BLVD.

12/23/2008

(Street)

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

HAYWARD, CA 94545

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/23/2008		A		7,777	A	(1) 7,777	D	
Common Stock	12/23/2008		A		50,769	A	(2) 157,726	I	By Teledata Financial Service Employee Profit Sharing Plan
Common Stock	12/23/2008		A		101,539	A	(3) 101,539	I	By C&P Associates Money

								Purchase Plan	
Common Stock	12/23/2008		A	50,769	A	(4)	50,769	I	By Cara Mendelow 2005 Trust
Common Stock	12/23/2008		A	50,769	A	(5)	50,769	I	By Pamela Christian 2005 Trust

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

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(9-02)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 1.49	12/23/2008		A	50,000	(6) 12/23/2018	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELOW STEVEN THERMAGE 25881 INDUSTRIAL BLVD. HAYWARD, CA 94545		X		

Signatures

/s/ Steven Mendelow
Date: 12/24/2008

__Signature of
Reporting Person

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).
 - Received in exchange for 38,333 common stock shares of Reliant Technologies, Inc. ("Reliant") in connection with Thermage, Inc.'s (1) ("Thermage") acquisition of Reliant (the "Merger"). The average of the closing sale prices for one share of Thermage common stock as quoted on Nasdaq for the thirty (30)-day period ending on the third (3rd) day immediately preceding the Merger closing date was \$1.42.
 - Received in exchange for 33,333 preferred stock shares of Reliant Technologies, Inc. ("Reliant") in connection with Thermage, Inc.'s (2) ("Thermage") acquisition of Reliant (the "Merger"). The average of the closing sale prices for one share of Thermage common stock as quoted on Nasdaq for the thirty (30)-day period ending on the third (3rd) day immediately preceding the Merger closing date was \$1.42.
 - Received in exchange for 66,666 preferred stock shares of Reliant Technologies, Inc. ("Reliant") in connection with Thermage, Inc.'s (3) ("Thermage") acquisition of Reliant (the "Merger"). The average of the closing sale prices for one share of Thermage common stock as quoted on Nasdaq for the thirty (30)-day period ending on the third (3rd) day immediately preceding the Merger closing date was \$1.42.
 - Received in exchange for 33,333 preferred stock shares of Reliant Technologies, Inc. ("Reliant") in connection with Thermage, Inc.'s (4) ("Thermage") acquisition of Reliant (the "Merger"). The average of the closing sale prices for one share of Thermage common stock as quoted on Nasdaq for the thirty (30)-day period ending on the third (3rd) day immediately preceding the Merger closing date was \$1.42.
 - Received in exchange for 33,333 preferred stock shares of Reliant Technologies, Inc. ("Reliant") in connection with Thermage, Inc.'s (5) ("Thermage") acquisition of Reliant (the "Merger"). The average of the closing sale prices for one share of Thermage common stock as quoted on Nasdaq for the thirty (30)-day period ending on the third (3rd) day immediately preceding the Merger closing date was \$1.42.
 - (6) The option vests and becomes exercisable according to the following schedule: 1/36th of the shares shall vest on January 31, 2009 and 1/36 of the shares shall vest on the last day of each full calendar month thereafter.

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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