

DeBenedictis Leonard C
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 *
DeBenedictis Leonard C

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)
THERMAGE, 25881 INDUSTRIAL BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2008

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

Chief Technology Officer

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/23/2008		A		11,835	A	① 11,835	D	By Len DeBenedictis
Common Stock	12/23/2008		A		117,260	A	② 117,260	I	Charitable Remainder Unitrust U/A 8/3/95
Common Stock	12/23/2008		A		50,769	A	③ 50,769	I	By PTC Custodian FBO Len DeBenedictis

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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)

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 Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeBenedictis Leonard C THERMAGE 25881 INDUSTRIAL BLVD. HAYWARD, CA 94545	X		Chief Technology Officer	

Signatures

/s/ Leonard C.
DeBenedictis

12/23/2008

**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) Received in exchange for 58,333 common stock shares of Reliant Technologies, Inc. (?Reliant?) in connection with Thermage, Inc.'s (?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.
- (2) Received in exchange for 33,333 common stock shares and 72,548 preferred stock shares of Reliant Technologies, Inc. (?Reliant?) in connection with Thermage, Inc.'s (?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.

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Received in exchange for 33,333 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.

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.