

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Thorndike William N Jr</u>  (Last) (First) (Middle) C/O LEMAITRE VASCULAR, INC. 63 SECOND AVENUE  (Street) BURLINGTON MA 01803  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/19/2008	3. Issuer Name and Ticker or Trading Symbol <u>LEMAITRE VASCULAR INC [ LMAT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 06/20/2008  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,275,850	I	See Footnote <sup>(1)</sup>
Common Stock	1,666 <sup>(2)</sup>	I	See Footnote <sup>(1)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	07/31/2006 <sup>(3)</sup>	06/30/2010	Common Stock	2,000	3.625	I	See Footnote <sup>(4)</sup>
Stock Option (Right to Buy)	05/17/2002 <sup>(3)</sup>	05/16/2012	Common Stock	3,500	7.03	I	See Footnote <sup>(4)</sup>
Stock Option (Right to Buy)	05/30/2003 <sup>(3)</sup>	05/29/2013	Common Stock	3,500	7.86	I	See Footnote <sup>(4)</sup>
Stock Option (Right to Buy)	01/27/2005 <sup>(3)</sup>	01/26/2015	Common Stock	1,503	10.45	I	See Footnote <sup>(4)</sup>
Stock Option (Right to Buy)	07/20/2005 <sup>(3)</sup>	07/19/2015	Common Stock	1,327	11.3	I	See Footnote <sup>(4)</sup>
Stock Option (Right to Buy)	04/26/2006 <sup>(5)</sup>	04/25/2013	Common Stock	8,170	12.37	I	See Footnote <sup>(4)</sup>
Stock Option (Right to Buy)	07/18/2007 <sup>(5)</sup>	07/18/2014	Common Stock	7,500	6.1	I	See Footnote <sup>(4)</sup>

## Explanation of Responses:

1. These shares are held by Housatonic Equity Investors L.P. Housatonic Equity Partners I, LLC is the general partner of Housatonic Equity Investors L.P., and William N. Thorndike, Jr. is the managing director of Housatonic Equity Partners I, LLC and a limited partner of Housatonic Equity Investors L.P. In such capacities the reporting person may be deemed to share voting and investment power with respect to the securities held of record by Housatonic Equity Investors L.P. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and the reporting herein of such securities shall not be construed as an admission of beneficial ownership thereof for purposes of Section 16 or for any other purpose.

2. These shares represent the remaining unvested balance of restricted stock units issued on December 22, 2006, pursuant to a restricted stock unit agreement between LeMaitre Vascular, Inc. and Housatonic Equity Investors L.P. The 2,500 restricted stock units originally issued vest over a three-year period at a rate of one-third on the anniversary of the issuance date, with the balance vesting in equal annual installments over the remaining two years.

3. This option is exercisable and vests over a five-year period at a rate of 20% on the anniversary of the date listed on the table, with the balance vesting in equal annual installments over the remaining four years. This option shall continue to vest as described above to the extent a representative of Housatonic Equity Investors L.P. continues to perform services for the Company.

4. This option is held by Housatonic Equity Investors L.P. Housatonic Equity Partners I, LLC is the general partner of Housatonic Equity Investors L.P., and William N. Thorndike, Jr. is the managing director of Housatonic Equity Partners I, LLC and a limited partner of Housatonic Equity Investors L.P. In such capacities the reporting person may be deemed to share voting and investment power with respect to the securities held of record by Housatonic Equity Investors L.P. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and the reporting herein of such securities shall not be construed as an admission of beneficial ownership thereof for purposes of Section 16 or for any other purpose.

5. This option is exercisable and vests over a three-year period at a rate of 33 1/3% on the anniversary of the date listed on the table, with the balance vesting in equal annual installments over the remaining two years. This option shall continue to vest as described above to the extent a representative of Housatonic Equity Investors L.P. continues to perform services for the Company.

## Remarks:

Amendment filed to include Power of Attorney.

/s/ Christopher H. Martin  
Attorney-in-Fact

06/20/2008

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints Aaron M. Grossman and Christopher H. Martin, and any one of them acting singly, the true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place, and stead, in any and all capacities to sign any and all instruments, certificates, and documents verbally approved by the undersigned that, as a result of the undersigned's service as an executive officer of LeMaitre Vascular, Inc., are required to be executed on behalf of the undersigned pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the undersigned might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in effect until it is revoked in writing or the undersigned has ceased to serve as an executive officer of LeMaitre Vascular, Inc.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of June 12, 2008.

/s/ William N. Thorndike, Jr.