SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| |
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| | dress of Reporting | Person* | 2. Issuer Name and Ticker or Trading Symbol CUTERA INC [CUTR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|------------------------|--------------------|----------|---|--|--|--|--|--|--|
| <u>CONNORS KEVIN P</u> | | | [] | X Director X 10% Owner | | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | X Officer (give title Other (specify below) below) | | | | | |
| C/O CUTERA | () | | 04/22/2005 | President and CEO | | | | | |
| 3240 BAYSH | ORE BLVD. | | | | | | | | |
| ,(Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| BRISBANE | CA | 94005 | | X 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) | | | 4. Securities Disposed Of (| | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|-------------------------|---|--------------------------------|---------------|--------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 04/22/2005 | 04/22/2005 | М | | 5,000 | Α | \$0.1 | 275,732 | D | |
| Common Stock | 04/22/2005 | 04/22/2005 | S ⁽¹⁾ | | 5,000 | D | \$17.799 | 270,732 | D | |

 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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|-----|-------|--|--------------------|--|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$0.1 | 04/22/2005 | 04/22/2005 | М | | | 5,000 | 09/01/2000 ⁽²⁾ | 09/13/2009 | Common Stock | 5,000 | \$0 | 755,000 | D | |

Explanation of Responses:

1. The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on August 10, 2004.

2. Options vest according to the following schedule: 1/4 upon the date exercisable, and 1/48 per month thereafter.

/s/ Kevin P. Connors

** Signature of Reporting Person

04/25/2005

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 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).

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.