

ADVANCED MEDICAL OPTICS INC
 Form 4
 February 08, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MAZZO JAMES V

2. Issuer Name and Ticker or Trading Symbol
 ADVANCED MEDICAL OPTICS INC [EYE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

(Last) (First) (Middle)
 C/O ADVANCED MEDICAL OPTICS, INC., 1700 E. ST. ANDREW PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2007

SANTA ANA, CA 92705
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 17,817.5287 (1) | D | |
| Common Stock | | | | (A) or (D) Price | 87,878 | I | By Family Trust |
| Common Stock | | | | (A) or (D) Price | 1,488.2603 | I | By 401(k) Trust (as of 2/7/07) |
| Common Stock | | | | (A) or (D) Price | 16 | I | By child |

Common Stock 7.6924 I By Spouse (2)

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

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 control number. 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 02/06/2007 | | A | 25,800 | (4) (4) | Common Stock | 25,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAZZO JAMES V C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705 | X | | Chairman, President and CEO | |

Signatures

James V. Mazzo, By: Aimee S. Weisner, Attorney-in-Fact 02/07/2007

**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) Includes an aggregate of 5,017.5287 shares acquired under the Advanced Medical Optics, Inc. Employee Stock Purchase Plan ("ESPP") through the purchase period that ended on October 31, 2006.
- (2) An aggregate of 100 shares have been acquired by a stock club in which Mrs. Keleen B. Mazzo (spouse of Mr. James V. Mazzo) is one of thirteen members. Mr. Mazzo disclaims beneficial ownership of these securities and this report shall not be deemed an admission that Mr.

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Mazzo is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

- (3) Each restricted unit represents a contingent right to receive one share of the issuer's common stock, subject to performance vesting conditions.

- (4) Exempt grant of restricted stock units with performance vesting conditions. These units will vest in 2010 only to the extent that the issuer's total stockholder return exceeds the 50th percentile of an identified peer group over the calendar years 2007-2009. The amount of units that vest, if any, will be determined on a sliding scale, based on the level of total stockholder performance between the 50th and 75th percentiles. None of the units will vest if total stockholder return from 2007-2009 is negative.

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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