

ADVANCED MEDICAL OPTICS INC
 Form 4
 May 23, 2007

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 *
 Rago Angelo

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)
 Senior Vice President

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2007

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 | 1,193.9121 ⁽¹⁾ | D | |
| Common Stock | | | | | 608.7164 | I | By 401(k) Trust (as of 5/22/07) |

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

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number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 42.55 | 05/21/2007 | | A | 15,200 | (2) 05/21/2017 | Common Stock | 15,200 |
| Restricted Stock Units | (3) | 05/21/2007 | | A | 870 | 05/21/2010(3) 05/21/2017 | Common Stock | 870 |
| Restricted Stock Units | (3) | 05/21/2007 | | A | 700 | 05/21/2010(3) 05/21/2017 | Common Stock | 700 |
| Restricted Stock Units | (4) | 05/21/2007 | | A | 1,000 | (5) (5) | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rago Angelo C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705 | | | Senior Vice President | |

Signatures

Angelo Rago, by Aimee S. Weisner, Attorney in Fact

05/23/2007

**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 93,9121 shares acquired under the Advanced Medical Optics, Inc. Employee Stock Purchase Plan, as amended, through April 30, 2007.
- (2) This Rule 16b3 exempt stock option will vest ratably on each of the first four anniversaries of the date of grant, such that the option will be fully vested on May 21, 2011 (provided applicable provisions of such option are complied with).
- (3) Exempt grant of Restricted Stock Units under the Issuer's 2005 Incentive Compensation Plan. Each restricted unit represents a contingent right to receive one share of the issuer's common stock. The Restricted Stock Units will vest as to 100% of the shares on May 21, 2010, the third anniversary of the date of issuance, provided that certain conditions are met.
- (4) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock, subject to performance vesting conditions.
- (5) Exempt grant of restricted stock units with performance vesting conditions. These units will vest on the third anniversary of the date of grant, May 21, 2010, only to the extent that (a) specified performance criteria in connection with the successful integration of IntraLase Corp., which was acquired by the issuer on April 2, 2007, are met, as determined after December 31, 2007, and (b) the reporting person is continuously employed by the issuer through May 21, 2007.

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.