

ADVANCED MEDICAL OPTICS INC

Form 4

February 26, 2009

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
POST DOUGLAS H

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ADVANCED MEDICAL
OPTICS INC., 1700 E. ST.
ANDREW PLACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2009

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
former Exec VP

SANTA ANA, CA 92705

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
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)	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	01/05/2009		D		528 ⁽¹⁾	D <u>11</u>	10,302	D
Common Stock	01/05/2009		F		1,163 ⁽²⁾	D \$ 6.29	9,139	D
Common Stock	01/05/2009		A		4,360 ⁽³⁾	A <u>13</u>	13,499	D
Common Stock	01/05/2008		F		1,559 ⁽²⁾	D \$ 6.29	11,940	D
	01/05/2009		A		945 ⁽³⁾	A <u>13</u>	12,885	D

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Common Stock								
Common Stock	01/05/2009	F	338 <u>(2)</u>	D	\$ 6.29	12,547	D	
Common Stock	01/05/2009	A	1,137 <u>(3)</u>	A	<u>(3)</u>	13,684	D	
Common Stock	01/05/2009	F	407 <u>(2)</u>	D	\$ 6.29	13,277	D	
Common Stock	01/05/2009	A	527 <u>(3)</u>	A	<u>(3)</u>	13,804	D	
Common Stock	01/05/2009	F	189 <u>(2)</u>	D	\$ 6.29	13,615	D	
Common Stock	01/05/2009	A	3,796 <u>(3)</u>	A	<u>(3)</u>	17,411	D	
Common Stock	01/05/2009	F	1,358 <u>(2)</u>	D	\$ 6.29	16,053	D	
Common Stock	01/05/2009	A	583 <u>(3)</u>	A	<u>(3)</u>	16,636	D	
Common Stock	01/05/2009	F	209 <u>(2)</u>	D	\$ 6.29	16,427	D	
Common Stock						4.3279	I	By 401(k) Trust (as of 12/31/08)

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

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(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 Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POST DOUGLAS H C/O ADVANCED MEDICAL OPTICS INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705	former Exec VP

Signatures

Douglas H. Post, By: Aimee S. Weisner, Attorney
in Fact

02/26/2009

__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) In connection with termination of the reporting person's employment, a portion of a previously reported exempt award of restricted stock was forfeited.
- (2) Shares withheld in satisfaction of tax obligations attributable to the lapse of restrictions on stock award.
- (3) In connection with the reporting person's termination of employment, a portion of an exempt restricted stock unit award (previously reported on Table II) was accelerated and vested, resulting in the issuance to the reporting person of shares of the issuer's common stock, at no cost to the reporting person.

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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