VISX INC Form 4 June 01, 2005

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

OMB APPROVAL

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RUNKEL JOHN F JR Issuer Symbol VISX INC [EYE] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 3400 CENTRAL EXPRESSWAY 05/27/2005 below) Senior VP, Bus. Dev. & GC (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SANTA CLARA, CA 95051

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 05/27/2005 D 3,595 D (1) 0 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.75	05/27/2005		D	3,674	(2)	01/29/2011	Common Stock	3,674
Stock Option (Right to Buy)	\$ 13.75	05/27/2005		D	2,357	(3)	01/29/2011	Common Stock	2,357
Stock Option (Right to Buy)	\$ 15.14	05/27/2005		D	6,719	<u>(4)</u>	02/12/2012	Common Stock	6,719
Stock Option (Right to Buy)	\$ 15.14	05/27/2005		D	19,312	<u>(5)</u>	02/12/2012	Common Stock	19,312
Stock Option (Right to Buy)	\$ 8.03	05/27/2005		D	11,720	<u>(6)</u>	03/03/2013	Common Stock	11,720
Stock Option (Right to Buy)	\$ 8.03	05/27/2005		D	11,718	<u>(7)</u>	03/03/2013	Common Stock	11,718
Stock Option (Right to Buy)	\$ 19.73	05/27/2005		D	5,970	<u>(8)</u>	02/11/2014	Common Stock	5,970
Stock Option (Right to Buy)	\$ 19.73	05/27/2005		D	31,530	<u>(9)</u>	02/11/2014	Common Stock	31,530
Stock Option (Right to Buy)	\$ 19.85	05/27/2005		D	3,484	(10)	08/19/2014	Common Stock	3,484

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Stock

Option (Right to Buy)

D 31,516 (11) 08/16/2014 Common Stock 31,516

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUNKEL JOHN F JR 3400 CENTRAL EXPRESSWAY SANTA CLARA, CA 95051

Senior VP, Bus. Dev. & GC

Signatures

John F. Runkel, Jr. 06/01/2005

**Signature of Date
Reporting Person

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) Disposed of pursuant to merger agreement between issuer and Advanced Medical Optics, Inc. in exchange for 1,984 shares of Advanced Medical Optics, Inc. common stock on the effective date of the merger.
- This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of January 29, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 2,359 shares of Advanced Medical Optics, Inc. common stock for \$21.42 per share.
- This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of January 29, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 1,513 shares of Advanced Medical Optics, Inc. common stock for \$21.43 per share.
- This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 4,315 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 12,403 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,527 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,525 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (8) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004,

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was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,834 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.

- (9) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 20,250 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.
- This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of August 19, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 2,237 shares of Advanced Medical Optics, Inc. common stock for \$30.92 per share.
- This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of August 19, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 20,241 shares of Advanced Medical Optics, Inc. common stock for \$30.91 per share.

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.