ADVANCED MEDICAL OPTICS INC

Form 4 May 23, 2007

FORM 4

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

OMB APPROVAL

OMB Number:

3235-0287

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obligations

may continue.

See Instruction

Check this box

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Rago Angelo

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

ADVANCED MEDICAL OPTICS

(Check all applicable)

INC [EYE]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year) 05/21/2007

below)

Senior Vice President

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA ANA, CA 92705

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

1,193.9121 ⁽¹⁾ D

Common Stock

Common Stock

Trust (as 608.7164 Ι of 5/22/07)

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

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SEC 1474 (9-02)

By 401(k)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year			7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Employee Stock Option (Right to Buy)	\$ 42.55	05/21/2007		A	15,200	<u>(2)</u>	05/21/2017	Common Stock	15,2	
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	<u>(4)</u>	05/21/2007		A	1,000	<u>(5)</u>	(5)	Common Stock	1,00	

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporang o macrimano, caucios	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			
Cianaturas						

Signatures

Angelo Rago, by Aimee S. Weisner, Attorney in Fact 05/23/2007

**Signature of Reporting Person Date

Reporting Owners 2

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