

TRENARY C RUSSELL III  
Form 4  
February 27, 2009

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

OMB APPROVAL

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**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 \*  
TRENARY C RUSSELL III

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2009

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

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

(Street)

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

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 (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 or (D) Price			
Common Stock	02/25/2009		U	7,699.6791 <sup>(1)</sup> D \$ 22	759.6096 <sup>(2)</sup>	D	
Common Stock	02/26/2009		D	759.6096 <sup>(3)</sup> D \$ 22	0	D	
Common Stock	02/25/2009		A	496 <sup>(4)</sup> A \$ 0	496	D	
Common Stock	02/25/2009		F	227 <sup>(5)</sup> D \$ 22.01	269	D	
	02/26/2009		D	269 <sup>(3)</sup> D \$ 22	0	D	

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Common Stock								
Common Stock	02/25/2009	A	2,540 <sup>(6)</sup>	A	\$ 0	2,540	D	
Common Stock	02/25/2009	F	1,163 <sup>(5)</sup>	D	\$ 22.01	1,377	D	
Common Stock	02/26/2009	D	1,377 <sup>(6)</sup>	D	\$ 22	0	D	
Common Stock	02/25/2009	A	3,451 <sup>(6)</sup>	A	\$ 0	3,451	D	
Common Stock	02/25/2009	F	1,579 <sup>(5)</sup>	D	\$ 22.01	1,872	D	
Common Stock	02/26/2009	D	1,872 <sup>(6)</sup>	D	\$ 22	0	D	
Common Stock	02/25/2009	A	1,879 <sup>(6)</sup>	A	\$ 0	1,879	D	
Common Stock	02/25/2009	F	860 <sup>(5)</sup>	D	\$ 22.01	1,019	D	
Common Stock	02/26/2009	D	1,019 <sup>(6)</sup>	D	\$ 22	0	D	
Common Stock	02/26/2009	D	1,5162 <sup>(3)</sup>	D	\$ 22	0	I	Shares had been held by 401(k) Trust

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title



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- (2) Includes an aggregate of 759,6096 shares of common stock acquired through the issuer's Employee Stock Purchase Plan through October 31, 2008.
- These shares were canceled pursuant to the Agreement and Plan of Merger, dated January 11, 2009, by and among Abbott Laboratories, Purchaser and the Issuer (the "Merger Agreement"), in exchange for the right to receive cash payment of \$22.00 per share in cash (without interest and subject to any required withholding taxes) at the effective time of the merger.
- (3) Exempt restricted shares of common stock forfeited in connection with termination of employment were reinstated pursuant to change in control agreement.
- (4) Shares withheld in satisfaction of tax obligations attributable to the lapse of restrictions on stock award or in satisfaction of tax withholding attributable to vesting and settlement of restricted stock units.
- The exempt restricted stock units (previously reported on Table II) that had been forfeited in connection with the reporting person's termination of employment were reinstated pursuant to a change in control agreement, vested in full and were settled for shares of Issuer Common Stock in accordance with the terms of the applicable equity plan. At the effective time of the merger, such shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive cash payment of \$22.00 per share in cash (without interest and subject to any required withholding taxes).
- (5) This previously reported exempt stock option, which had vested ratably over four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 20,514 shares of Abbott Laboratories common stock at an exercise price of \$82.19 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (6) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 20,514 shares of Abbott Laboratories common stock at an exercise price of \$93.11 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (7) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 16,001 shares of Abbott Laboratories common stock at an exercise price of \$110.32 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (8) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 22,935 shares of Abbott Laboratories common stock at an exercise price of \$103.71 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (9) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 20,514 shares of Abbott Laboratories common stock at an exercise price of \$55.92 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (10)
- (11)

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.