ADVANCED MEDICAL OPTICS INC

Form 4

December 06, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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may continue.

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

1(b).

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obligations

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Morfit G Mason

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ADVANCED MEDICAL OPTICS

INC [EYE]

(Check all applicable)

12/04/2007

(Last) (First) (Middle)

(Street)

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

X_ Director Officer (give title below)

10% Owner Other (specify

435 PACIFIC AVENUE, 4TH **FLOOR**

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 Form filed by More than One Reporting

SAN FRANCISCO, CA 94133

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

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

5. Amount of 6. Ownership Securities Beneficially Owned (Instr. 4) Following

Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

6. Date Exercisable and 5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securition Acquire (A) or Dispose (D) (Instr. 3 and 5)	ed ed of	(Month/Day	/Year)	(Instr. 3 and 4)	
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/04/2007		A	6,235		<u>(1)</u>	12/04/2017	Common Stock	6,235

Reporting Owners

SAN FRANCISCO, CA 94133

Reporting Owner Name / Address

Director 10% Owner Officer Other

Morfit G Mason
435 PACIFIC AVENUE
4TH FLOOR

Signatures

/s/ G. Mason Morfit, Member, VA Partners I, LLC

**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).
- Exempt grant of restricted stock units under the Issuer's 2004 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The restricted stock units will vest as to 100% on the date of the third anniversary of the grant, December 4, 2010, provided that certain conditions are met.
 - Under an agreement with ValueAct Capital, G. Mason Morfit is deemed to hold the restricted stock units for the benefit of ValueAct Capital Master Fund, L.P. and ValueAct Capital Master Fund III, L.P. and indirectly for (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P. (ii) VA Partners III, LLC as General Partner of ValueAct Capital Master Fund III, L.P. (iii) ValueAct Capital Master Fund, L.P. as the manager of ValueAct Capital Master Fund, L.P. and ValueAct Capital Master Fund III, L.P. (iv)
- ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P. (v) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and VA Partners III, LLC and (vi) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.

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.

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