

ADVANCED MEDICAL OPTICS INC

Form 5

January 12, 2007

FORM 5**UNITED 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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
NOLAN PETER P

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading
Symbol
ADVANCED MEDICAL OPTICS
INC [EYE]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20065. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify below)
former Section 16 officer4. If Amendment, Date Original
Filed (Month/Day/Year)6. Individual or Joint/Group Reporting
(check applicable line)

SANTA ANA, CA 92705

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/31/2006			3,217.7728 (1)	D		

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(9-02)**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. 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 Underlying Sec (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 45.26	06/14/2006	Â	G(2)	Â 18,000	Â (3) 05/24/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 45.26	06/14/2006	Â	G(2)	18,000 Â	Â (3) 05/24/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOLAN PETER P C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705	Â	Â	Â	former Section 16 officer

Signatures

Peter P. Nolan 01/12/2007

__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) Includes an aggregate of 1377.7728 shares acquired under the Advanced Medical Optics, Inc. Employee Stock Purchase Plan through October 31, 2006; includes an aggregate of 1840 previously reported shares of restricted common stock granted under the issuer's 2005 Incentive Compensation Plan, which will vest as to 100% of the shares on May 24, 2009, the third anniversary of the date of issuance, provided that certain conditions are met.
- (2) On June 14, 2006, the reporting person transferred to his family trust an employee stock option that had been granted on May 24, 2006, previously reported on Form 4. Prior to 2006, the reporting person had transferred to his family trust all other outstanding stock options that had been granted by the issuer.
- (3) Stock option grant exempt pursuant to Rule 16b-3, which vests ratably on each of the first four anniversaries of the date of grant, such that the option will be fully vested on May 24, 2010 (provided applicable provisions of such option are complied with).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.