

ADVANCED MEDICAL OPTICS INC

Form 4

June 02, 2008

**FORM 4****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).

**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: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GALLAGHER ROBERT FRANCIS**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ADVANCED 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)  
**05/29/2008**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**Senior Vice President**

**C/O ADVANCED 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)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock				(A) or (D)	4,869.9 <sup>(1)</sup>	D	
Common Stock				Code V Amount (D) Price	4.1234	I	By 401(k) Trust (as of 5/30/08)

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**

SEC 1474  
(9-02)

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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	05/29/2008		A		3,480		(2)	05/29/2018	Common Stock	3,480
Employee Stock Option (Right to Buy)	\$ 22.94	05/29/2008		A		20,550		(3)	05/29/2018	Common Stock	20,550

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GALLAGHER ROBERT FRANCIS  
C/O ADVANCED MEDICAL OPTICS, INC.  
1700 E. ST. ANDREW PLACE  
SANTA ANA, CA 92705

Senior Vice President

## Signatures

Robert F. Gallagher, by Aimee S. Weisner, Attorney  
in Fact

05/30/2008

\_\_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).

(1) Includes an aggregate of 2,956.9 shares acquired under the Advanced Medical Optics, Inc. Employee Stock Purchase Plan ("ESPP") through the purchase period which ended on April 30, 2008.

(2) 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% of the shares on May 29, 2011, the third anniversary of the date of issuance, provided that certain conditions are met.

(3)

## Edgar Filing: ADVANCED MEDICAL OPTICS INC - Form 4

This Rule 16b-3 exempt stock option, granted under the Issuer's 2004 Stock Incentive Plan, will vest rataly on each of the first four anniversaries of the date of grant, such that the option will be fully vested on May 29, 2012 (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 is insufficient, *see* Instruction 6 for procedure.

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