

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
POST DOUGLAS H

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President

(Street)
SANTA ANA, CA 92705

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

(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)	10,830	D	
Common Stock				(A) or (D)	4,3279	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.

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information contained in this form are not
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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	<u>(1)</u>	05/29/2008		A		3,000		<u>(1)</u>	05/29/2018	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 22.94	05/29/2008		A		85,000		<u>(2)</u>	05/29/2018	Common Stock	85,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POST DOUGLAS H
C/O ADVANCED MEDICAL OPTICS, INC.
1700 E. ST. ANDREW PLACE
SANTA ANA, CA 92705

Executive Vice President

Signatures

Douglas H. Post, 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).

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.

This Rule 16b-3 exempt stock option, granted under the Issuer's 2004 Stock Incentive Plan, 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 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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