TRENARY C RUSSELL III
Form 4
February 27, 2009

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TRENARY C RUSSELL III

(Last) (First) (Middle)

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

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
former Exec VP

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

Common Stock								
Common Stock	02/25/2009	A	2,540 (6)	A	$ 0	2,540	D	
Common Stock	02/25/2009	F	1,163 (5)	D	$ 22.01	1,377	D	
Common Stock	02/26/2009	D	1,377 (6)	D	$ 22	0	D	
Common Stock	02/25/2009	A	3,451 (6)	A	$ 0	3,451	D	
Common Stock	02/25/2009	F	1,579 (5)	D	$ 22.01	1,872	D	
Common Stock	02/26/2009	D	1,872 (6)	D	$ 22	0	D	
Common Stock	02/25/2009	A	1,879 (6)	A	$ 0	1,879	D	
Common Stock	02/25/2009	F	860 (5)	D	$ 22.01	1,019	D	
Common Stock	02/26/2009	D	1,019 (6)	D	$ 22	0	D	
Common Stock	02/26/2009	D	1.5162 (3)	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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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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share

Employee Stock Option (Right to Buy)	$ 33.72	02/26/2009	D[7]	50,000	05/20/2008	05/20/2014	Common Stock	50,000
Employee Stock Option (Right to Buy)	$ 38.2	02/26/2009	D[8]	50,000	05/26/2009	05/26/2019	Common Stock	50,000
Employee Stock Option (Right to Buy)	$ 45.26	02/26/2009	D[9]	39,000	05/24/2010	05/24/2016	Common Stock	39,000
Employee Stock Option (Right to Buy)	$ 42.55	02/26/2009	D[10]	55,900	05/21/2011	05/21/2017	Common Stock	55,900
Employee Stock Option (Right to Buy)	$ 22.94	02/26/2009	D[11]	50,000	05/29/2012	05/29/2018	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRENARY C RUSSELL III C/O ABBOTT MEDICAL OPTICS INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705				former Exec VP

Signatures

C. Russell Trenary III, By: Aimee S. Weisner, Attorney in Fact	02/27/2009
**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) These shares were tendered to Rainforest Acquisition Inc. ("Purchaser") pursuant to Purchaser?s offer to purchase all of the outstanding shares of Advanced Medical Optics, Inc. (the "Issuer") at a cash purchase price of $22.00 per share, without interest, and subject to any required withholding taxes, subject to the terms described in the Offer to Purchase, filed with the SEC on January 27, 2009, as amended (the "Tender Offer"). Such shares were purchased by Purchaser pursuant to the Tender Offer on February 25, 2009.

(2) Includes an aggregate of 759.6096 shares of common stock acquired through the issuer's Employee Stock Purchase Plan through October 31, 2008.

(3) 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.

(4) Exempt restricted shares of common stock forfeited in connection with termination of employment were reinstated pursuant to change in control agreement.

(5) 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.

(6) 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).

(7) 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.

(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 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.

(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 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.

(10) 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.

(11) 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.

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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Explanation of Responses: