

STAAR SURGICAL CO
Form 4
August 29, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAGEN DONALD L

(Last) (First) (Middle)
1911 WALKER AVE
(Street)

MONROVIA, CA 91016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STAAR SURGICAL CO [STAA]

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2011

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) _____ Other (specify below)
V.P. Sales for N. America

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/25/2011		M		16,666	A	\$ 3.17
					27,166		(1)
Common Stock	08/25/2011		S		2,219	D	\$ 7.37
					24,947		(1)
Common Stock	08/25/2011		S		700	D	\$ 7.38
					24,247		(1)
Common Stock	08/25/2011		S		1,000	D	\$ 7.39
					23,247		(1)
Common Stock	08/25/2011		S		2,200	D	\$ 7.4
					21,047		(1)

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Common Stock	08/25/2011	S	400	D	\$ 7.41	20,647 ⁽¹⁾	D
Common Stock	08/25/2011	S	1,000	D	\$ 7.42	19,647 ⁽¹⁾	D
Common Stock	08/25/2011	S	600	D	\$ 7.43	19,047 ⁽¹⁾	D
Common Stock	08/25/2011	S	2,600	D	\$ 7.44	16,447 ⁽¹⁾	D
Common Stock	08/25/2011	S	900	D	\$ 7.45	15,547 ⁽¹⁾	D
Common Stock	08/25/2011	S	600	D	\$ 7.47	14,947 ⁽¹⁾	D
Common Stock	08/25/2011	S	300	D	\$ 7.48	14,647 ⁽¹⁾	D
Common Stock	08/25/2011	S	1,700	D	\$ 7.51	12,947 ⁽¹⁾	D
Common Stock	08/25/2011	S	1,847	D	\$ 7.55	11,100 ⁽¹⁾	D
Common Stock	08/25/2011	S	600	D	\$ 7.56	10,500 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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
Common Stock Options	\$ 3.17	08/25/2011		M	16,666	⁽²⁾	03/14/2021	Common Stock	16,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAGEN DONALD L 1911 WALKER AVE MONROVIA, CA 91016			V.P. Sales for N. America	

Signatures

/s/Charles Kaufman as attorney-in-fact for Donald L. Fagen	08/29/2011
__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).
- Following all reported transactions, Mr. Fagen's total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 10,500 shares of Common Stock, which consists of 3,000 restricted shares and 7,500 performance accelerated restricted shares. He also holds 53,334 unvested stock options.
- (1) shares of Common Stock, which consists of 3,000 restricted shares and 7,500 performance accelerated restricted shares. He also holds 53,334 unvested stock options.
 - (2) The 50,000 options originally granted first become exercisable as follows: 16,666 shares on 1/13/11, 16,667 shares on 1/13/12 and 16,667 shares on 1/13/13.

Remarks:

This Statement on Form 4 reports Mr. Fagen's exercise of options to purchase 16,666 shares of STAAR Surgical Company common stock.

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.