

ADVANCED MEDICAL OPTICS INC
 Form 4
 June 02, 2008

FORM 4

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

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).

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 *
 NEFF DEBORAH J

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
 Officer (give title below) Other (specify below)

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)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/29/2008		M	1,166 A	10,099	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 1474 (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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	(1)	05/29/2008		M		(1) 05/22/2017		Common Stock	1,166
Restricted Stock Units	(2)	05/29/2008		A	2,079	(2) 05/29/2018		Common Stock	2,079
Restricted Stock Units	(3)	05/29/2008		A	6,740	(3) 05/29/2018		Common Stock	6,740

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEFF DEBORAH J C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705	X			

Signatures

Deborah J. Neff 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) Settlement of restricted stock units that vested as to 100% of the shares on the date of the Issuer's 2008 Annual Meeting of Stockholders, May 29, 2008. Such restricted stock units had been awarded to the reporting person in exchange for his election to forego his 2007 annual retainer for service on the Issuer's Board of Directors, computed on the basis of the closing price of the Issuer's common stock on the date of the Issuer's 2007 Annual Meeting of Stockholders.

(2) Exempt grant of restricted stock units issued to the reporting person under the Issuer's 2004 Stock Incentive Plan in exchange for the reporting person's 2008 election to forego his annual retainer for service on the Issuer's Board of Directors, computed on the basis of the closing price of the Issuer's common stock on May 29, 2008. 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 units on the date of the Issuer's 2009 Annual Meeting of Stockholders, provided that certain conditions are met.

(3)

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Exempt grant of restricted stock units issued to the reporting person 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 the date of the Issuer's 2011 Annual Meeting of Stockholders, provided that certain conditions are met.

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.