

GALLAGHER ROBERT FRANCIS

Form 4

February 27, 2009

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
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(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading
Symbol

ABBOTT 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)

02/25/2009

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

Executive Vice President

C/O ABBOTT 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	02/25/2009		U	22 ⁽¹⁾	D \$ 22 6,291.3833 ⁽²⁾	D	
Common Stock	02/25/2009		U	91 ⁽¹⁾	D \$ 22 6,200.3833	D	
Common Stock	02/26/2009		D	4,400.3833 ⁽³⁾	D \$ 22 1,800	D	
Common Stock	02/25/2009		F	644 ⁽⁴⁾	D \$ 22.01 1,156	D	
	02/26/2009		D	1,156 ⁽³⁾	D \$ 22 0	D	

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Common
Stock

Common Stock	02/25/2009	A	2,300 ⁽⁵⁾	A	\$ 0	2,300	D
Common Stock	02/25/2009	F	823 ⁽⁴⁾	D	\$ 22.01	1,477	D
Common Stock	02/26/2009	D	1,477 ⁽⁵⁾	D	\$ 22	0	D
Common Stock	02/25/2009	A	670 ⁽⁵⁾	A	\$ 0	670	D
Common Stock	02/25/2009	F	240 ⁽⁴⁾	D	\$ 22.01	430	D
Common Stock	02/26/2009	D	430 ⁽⁵⁾	D	\$ 22	0	D
Common Stock	02/25/2009	A	600 ⁽⁵⁾	A	\$ 0	600	D
Common Stock	02/25/2009	F	215 ⁽⁴⁾	D	\$ 22.01	385	D
Common Stock	02/26/2009	D	385 ⁽⁵⁾	D	\$ 22	0	D
Common Stock	02/25/2009	A	1,500 ⁽⁵⁾	A	\$ 0	1,500	D
Common Stock	02/25/2009	F	537 ⁽⁴⁾	D	\$ 22.01	963	D
Common Stock	02/26/2009	D	963 ⁽⁵⁾	D	\$ 22	0	D
Common Stock	02/25/2009	A	3,480 ⁽⁵⁾	A	\$ 0	3,480	D
Common Stock	02/25/2009	F	1,245 ⁽⁴⁾	D	\$ 22.01	2,235	D
Common Stock	02/26/2009	D	2,235 ⁽⁵⁾	D	\$ 22	0	D
Common Stock	02/26/2009	D	4.1234 ⁽¹⁾	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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required to respond unless the form
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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
Employee Stock Option (Right to Buy)	\$ 8.99	02/26/2009		D ⁽⁶⁾		20,000		07/29/2006	07/29/2012	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 13.85	02/26/2009		D ⁽⁷⁾		14,000		04/29/2007	04/29/2013	Common Stock	14,000
Employee Stock Option (Right to Buy)	\$ 33.72	02/26/2009		D ⁽⁸⁾		15,000		05/20/2008	05/20/2014	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 38.2	02/26/2009		D ⁽⁹⁾		20,000		02/25/2009	05/26/2015	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 22.94	02/26/2009		D ⁽¹⁰⁾		20,550		02/25/2009	05/29/2018	Common Stock	20,550

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other
Executive Vice President

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

Signatures

Robert F. Gallagher, 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 4,400.3833 shares of common stock acquired through the issuer's Employee Stock Purchase Plan through February 24, 2009.
- (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) 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.
- (5) The exempt restricted stock units (previously reported on Table II) 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).
- (6) This previously reported exempt stock option, which had vested as to 100% of the underlying shares in accordance with its terms, and which is held in the name of the reporting person's family trust, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 8,205 shares of Abbott Laboratories common stock at an exercise price of \$21.92 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (7) This previously reported exempt stock option, which had vested as to 100% of the underlying shares in accordance with its terms, and which is held in the name of the reporting person's family trust, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 5,744 shares of Abbott Laboratories common stock at an exercise price of \$33.76 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (8) This previously reported exempt stock option, which was to have vested ratably over the first four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 6,154 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.
- (9) This previously reported exempt stock option, which was to have vested ratably over the first four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 8,205 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.
- (10) This previously reported exempt stock option, which was to have vested ratably over the first four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 8,431 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. 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.