

ABBOTT MEDICAL OPTICS INC

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUSALLEM MICHAEL A

(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) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/25/2009		U	(A) or (D) Amount (1) 13,027	D \$ 22 0	D	
Common Stock	02/25/2009		U	(A) or (D) Amount (1) 7,940	D \$ 22 0	I	shares had been held by family trust
Common Stock	02/25/2009		A	(A) or (D) Amount (2) 3,650	A \$ 0 3,650	D	
Common	02/26/2009		D	(A) or (D) Amount (1) 3,650	D \$ 22 0	D	

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Stock			(2)				
Common Stock	02/25/2009	A	<u>6,740</u> (2)	A	\$ 0	6,740	D
Common Stock	02/26/2009	D	<u>6,740</u> (2)	D	\$ 22	0	D
Common Stock	02/25/2009	A	<u>2,390</u> (2)	A	\$ 0	2,390	D
Common Stock	02/26/2009	D	<u>2,390</u> (2)	D	\$ 22	0	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
Employee Stock Option (Right to Buy)	\$ 8.99	02/25/2009		<u>D</u> ⁽³⁾	20,000	04/29/2003 07/29/2012	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 14.09	02/25/2009		<u>D</u> ⁽⁴⁾	6,500	05/19/2004 04/30/2013	Common Stock 6,500
Employee Stock Option (Right to Buy)	\$ 33.72	02/25/2009		<u>D</u> ⁽⁵⁾	9,500	05/27/2005 05/20/2014	Common Stock 9,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUSSALLEM MICHAEL A C/O ABBOTT MEDICAL OPTICS INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705		X		

Signatures

Michael A. Mussallem, 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) 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).

(3) This previously reported exempt stock option, which has vested as to 100% of the underlying shares in accordance with its terms, 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.

(4) This previously reported exempt stock option, which has vested as to 100% of the underlying shares in accordance with its terms, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 2,666 shares of Abbott Laboratories common stock at an exercise price of \$34.35 per share, determined pursuant to a formula set forth in the Merger Agreement.

(5) This previously reported exempt stock option, which has vested as to 100% of the underlying shares in accordance with its terms, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 3,897 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.

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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