

1 800 CONTACTS INC

Form 3/A

February 23, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Johnson Frank L

(Last) (First) (Middle)

1270 SIXTH AVENUE, SUITE 2200

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/26/2006

3. Issuer Name and Ticker or Trading Symbol

1 800 CONTACTS INC [CTAC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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

11/06/2006

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 Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, par value \$.01 per share

1,690,335

I

See footnotes (1) and (2) (1) (2)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Frank L 1270 SIXTH AVENUE, SUITE 2200 NEW YORK, NY 10020	Â X	Â X	Â	Â
LaGrange Capital Administration, L.L.C. 1270 AVENUE OF THE AMERICAS SUITE 2200 NEW YORK, NY 10020	Â	Â X	Â	Â
LaGrange Capital Partners LP 1270 AVENUE OF THE AMERICAS, SUITE 2200 NEW YORK, NY 10020	Â	Â X	Â	Â
LAGRANGE CAPITAL PARTNERS OFFSHORE FUND LTD 73 FRONT ST HAMILTON, A1 000000	Â	Â X	Â	Â

Signatures

/s/ Frank LaGrange
Johnson 02/23/2007

__Signature of Reporting
Person Date

/s/ Frank LaGrange
Johnson 02/23/2007

__Signature of Reporting
Person Date

/s/ Frank LaGrange
Johnson 02/23/2007

__Signature of Reporting
Person Date

/s/ Frank LaGrange
Johnson 02/23/2007

__Signature of Reporting
Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- LaGrange Capital Partners, L.P. ("LaGrange Capital") directly beneficially owns 1,344,290 shares of Common Stock. LaGrange Capital Partners Offshore Fund, Ltd. ("LaGrange Offshore") directly beneficially owns 326,884 shares of Common Stock. LaGrange Capital Administration ("LaGrange Administration") is the Investment Manager of LaGrange Offshore. Frank LaGrange Johnson directly beneficially own 17,161 shares of Common Stock in an individual retirement account and a personal trading account and also may be deemed to indirectly beneficially own 2,000 shares of Common Stock held by his wife, Susan Ely Johnson.

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- Mr. Johnson is the sole member of LaGrange Capital Management, L.L.C., the General Partner of LaGrange Capital. Mr. Johnson is also the sole member of LaGrange Administration, which is the Investment Manager of LaGrange Offshore. Mr. Johnson, by virtue of his
- (2) relationship to LaGrange Capital, LaGrange Offshore, and LaGrange Administration, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which LaGrange Capital, LaGrange Offshore, and LaGrange Administration own. On October 26, 2006, Mr Johnson was appointed to the Board of Directors of 1-800 Contacts, Inc.

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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