

RADY JANE E
Form 4
February 27, 2009

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 *
RADY JANE E

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
____ Officer (give title below) Other (specify below)
former Exec VP

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)
 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) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|---------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/25/2009 | | U | | 66 ⁽¹⁾ | D | \$ 22 0 | I | shares previously held by Trust |
| Common Stock | 02/26/2009 | | D | | 5,760 ⁽²⁾ | D | \$ 22 0 | D | |
| Common Stock | 02/25/2009 | | A | | 364 ⁽³⁾ | A | \$ 0 364 | D | |
| Common | 02/25/2009 | | F | | 167 ⁽⁴⁾ | D | \$ 197 | D | |

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| | | | | | | | | |
|--------------|------------|---|-----------------------------|---|----------|-------|--|----------------------|
| Stock | | | | | 22.01 | | | |
| Common Stock | 02/26/2009 | D | 197 ⁽²⁾ | D | \$ 22 | 0 | | D |
| Common Stock | 02/25/2009 | A | <u>1,399</u> ⁽⁵⁾ | A | \$ 0 | 1,399 | | D |
| Common Stock | 02/25/2009 | F | 641 ⁽⁴⁾ | D | \$ 22.01 | 758 | | D |
| Common Stock | 02/26/2009 | D | 758 ⁽⁵⁾ | D | \$ 22 | 0 | | D |
| Common Stock | 02/25/2009 | A | <u>1,560</u> ⁽⁵⁾ | A | \$ 0 | 1,560 | | D |
| Common Stock | 02/25/2009 | F | 714 ⁽⁴⁾ | D | \$ 22.01 | 846 | | D |
| Common Stock | 02/26/2009 | D | 846 ⁽⁵⁾ | D | \$ 22 | 0 | | D |
| Common Stock | 02/25/2009 | A | 473 ⁽⁵⁾ | A | \$ 0 | 473 | | D |
| Common Stock | 02/25/2009 | F | 217 ⁽⁴⁾ | D | \$ 22.01 | 256 | | D |
| Common Stock | 02/26/2009 | D | 256 ⁽⁵⁾ | D | \$ 22 | 0 | | D |
| Common Stock | 02/25/2009 | A | <u>1,055</u> ⁽⁵⁾ | A | \$ 0 | 1,055 | | D |
| Common Stock | 02/25/2009 | F | 483 ⁽⁴⁾ | D | \$ 22.01 | 572 | | D |
| Common Stock | 02/26/2009 | D | 572 ⁽⁵⁾ | D | \$ 22 | 0 | | D |
| Common Stock | 02/25/2009 | A | <u>2,240</u> ⁽⁵⁾ | A | \$ 0 | 2,240 | | D |
| Common Stock | 02/25/2009 | F | <u>1,025</u> ⁽⁴⁾ | D | \$ 22.01 | 1,215 | | D |
| Common Stock | 02/26/2009 | D | <u>1,215</u> ⁽⁵⁾ | D | \$ 22 | 0 | | D |
| Common Stock | 02/25/2009 | A | <u>1,088</u> ⁽⁵⁾ | A | \$ 0 | 1,088 | | D |
| Common Stock | 02/25/2009 | F | 498 ⁽⁴⁾ | D | \$ 22.01 | 590 | | D |
| Common Stock | 02/26/2009 | D | 590 ⁽⁵⁾ | D | \$ 22 | 0 | | D |
| Common Stock | 02/26/2009 | D | <u>1,984</u> ⁽²⁾ | 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.

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.

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(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) | \$ 33.72 | 02/26/2009 | | D ⁽⁶⁾ | 60,000 | 05/20/2008 05/20/2014 | Common Stock 60,000 |
| Employee Stock Option (Right to Buy) | \$ 38.2 | 02/26/2009 | | D ⁽⁷⁾ | 45,000 | 02/25/2009 05/26/2019 | Common Stock 45,000 |
| Employee Stock Option (Right to Buy) | \$ 45.26 | 02/26/2009 | | D ⁽⁸⁾ | 29,000 | 02/25/2009 05/24/2016 | Common Stock 29,000 |
| Employee Stock Option (Right to Buy) | \$ 42.55 | 02/26/2009 | | D ⁽⁹⁾ | 36,500 | 02/25/2009 05/21/2017 | Common Stock 36,500 |
| Employee Stock Option (Right to Buy) | \$ 22.94 | 02/26/2009 | | D ⁽¹⁰⁾ | 35,000 | 02/25/2009 05/29/2018 | Common Stock 35,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| RADY JANE E C/O ABBOTT MEDICAL OPTICS INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705 | | | | former Exec VP |

Signatures

Jane E. Rady, 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) These shares were canceled pursuant to the Agreement and Plan of Merger, dated January 11, 2009, by and among Abbott Laboratories, Rainforest Acquisition Inc. ("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.
- (3) Exempt restricted shares of common stock forfeited in connection with termination of employment were reinstated pursuant to change in control agreement.
- (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) that had been forfeited in connection with the reporting person's termination of employment were reinstated pursuant to a change in control agreement, 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 vested ratably over four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 24,617 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.
- (7) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 18,463 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.
- (8) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 11,898 shares of Abbott Laboratories common stock at an exercise price of \$110.32 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (9) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 14,975 shares of Abbott Laboratories common stock at an exercise price of \$103.71 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (10) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 14,360

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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.