

Hughes Robin  
Form 4  
November 03, 2011

**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 \*  
Hughes Robin

2. Issuer Name and Ticker or Trading Symbol  
STAAR SURGICAL CO [STAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1911 WALKER AVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/02/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President, Marketing

MONROVIA, CA 91016

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

(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	11/02/2011		S	1,100 D \$ 9.08	76,900 <sup>(1)</sup>	D	
Common Stock	11/02/2011		S	100 D \$ 9.0802	76,800 <sup>(1)</sup>	D	
Common Stock	11/02/2011		S	100 D \$ 9.085	76,700 <sup>(1)</sup>	D	
Common Stock	11/02/2011		S	3,100 D \$ 9.09	73,600 <sup>(1)</sup>	D	
Common Stock	11/02/2011		S	200 D \$ 9.0975	73,400 <sup>(1)</sup>	D	

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Common Stock	11/02/2011	S	829	D	\$ 9.1	72,571 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	500	D	\$ 9.11	72,071 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	1,200	D	\$ 9.1101	70,871 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	100	D	\$ 9.115	70,771 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	3,700	D	\$ 9.12	67,071 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	900	D	\$ 9.13	66,171 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	200	D	\$ 9.135	65,971 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	2,500	D	\$ 9.14	63,471 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	800	D	\$ 9.15	62,671 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	500	D	\$ 9.1501	62,171 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	3,102	D	\$ 9.16	59,069 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	269	D	\$ 9.1601	58,800 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	100	D	\$ 9.1603	58,700 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	200	D	\$ 9.165	58,500 <sup>(1)</sup>	D
Common Stock	11/02/2011	S	500	D	\$ 9.17	58,000 <sup>(1)</sup>	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.**

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative  
Security

Securities  
Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

(Instr. 3 and 4)

Own  
Follo  
Repo  
Trans  
(Instr

Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or
							Number
							of
							Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hughes Robin 1911 WALKER AVE MONROVIA, CA 91016			Vice President, Marketing	

## Signatures

/s/ Charles Kaufman as Attorney-in-Fact for Robin Hughes	11/03/2011
<u>                    </u> **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) Following the reported transactions Mr. Hughes' total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 135,499 shares of Common Stock, which includes 69,999 stock options that have vested or will vest within 60 days of this report, 5,000 Restricted Shares and 7,500 Performance Accelerated Restricted Shares ("PARS") (Restricted Shares and PARS are subject to forfeiture). Mr. Hughes also holds 40,001 unvested stock options.

### Remarks:

This Statement on Form 4 reports Mr. Hughes' sale of 20,000 shares of STAAR Surgical Company Common Stock on November 2, 2011.

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.