

PACKHAM BARRY  
Form 4  
October 25, 2004

**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 \*  
PACKHAM BARRY

2. Issuer Name **and** Ticker or Trading  
Symbol  
SOLA INTERNATIONAL INC  
[SOL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
10590 WEST OCEAN AIR  
DRIVE, SUITE 300

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/21/2004

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive VP

(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

SAN DIEGO, CA 92130

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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  
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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<br>Derivative | 2.<br>Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4.<br>Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|------------------|-----------------------------------------|----------------------------------|-------------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|------------------|-----------------------------------------|----------------------------------|-------------------|----------------------------|--------------------------------------------|-------------------------------------------------|

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| Security<br>(Instr. 3)                       | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                     |                    |                 |                                     |
|----------------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|-----------------|-------------------------------------|
|                                              |                                                   |                         | Code               | V                                                                              | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Common<br>Stock <sup>(1)</sup><br><u>(2)</u> | \$ 4.75                                           |                         |                    |                                                                                |                  |                  | <sup>(3)</sup>      | 06/01/2001         | Common<br>Stock | 5,000                               |
| Common<br>Stock <sup>(1)</sup><br><u>(2)</u> | \$ 14.21                                          |                         |                    |                                                                                |                  |                  | <sup>(4)</sup>      | 08/16/2011         | Common<br>Stock | 8,000                               |
| Common<br>Stock <sup>(1)</sup><br><u>(2)</u> | \$ 11.72                                          |                         |                    |                                                                                |                  |                  | <sup>(5)</sup>      | 03/24/2013         | Common<br>Stock | 16,000                              |
| Common<br>Stock <sup>(1)</sup><br><u>(2)</u> | \$ 18.6                                           | 10/21/2004              | A                  | V                                                                              | 10,000           |                  | <sup>(6)</sup>      | 10/21/2014         | Common<br>Stock | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |              |       |
|---------------------------------------------------------------------------------|---------------|-----------|--------------|-------|
|                                                                                 | Director      | 10% Owner | Officer      | Other |
| PACKHAM BARRY<br>10590 WEST OCEAN AIR DRIVE<br>SUITE 300<br>SAN DIEGO, CA 92130 |               |           | Executive VP |       |

## Signatures

/s/ Ronald F.  
Dutt 10/25/2004

           \*\*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) (1) Acquired pursuant to the Sola International option plan - right to buy
- (2) (2) Previously reported
- (3) (3) Vests in five annual installments of 5,000 shares on June 1, 2000, 2001, 2002, 2003 and 2004
- (4) (4) Vests in five annual installments of 4,000 shares on August 16, 2001, 2002, 2004 and 2005
- (5) (5) Vests in five annual installments of 4,000 shares on March 24, 2003, 2004, 2005, 2006 and 2007
- (6)

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(6) Vest in three installments of 2,000 shares on October 21, 2004, 4,000 shares on October 21, 2005 and 4,000 shares on October 21, 2006

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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