

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 *
POST DOUGLAS H

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 ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) 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)
X 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)
Common Stock	02/25/2009		U	(A) or (D) Amount (1) 7,050 D	\$ 22 9,377	D	
Common Stock	02/26/2009		D	(2) 9,377 D	\$ 22 0	D	
Common Stock	02/25/2009		A	(3) 528 A	\$ 0 528	D	
Common Stock	02/25/2009		F	(4) 242 D	\$ 22.01 286	D	
	02/26/2009		D	(2) 286 D	\$ 22 0	D	

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Common Stock								
Common Stock	02/25/2009	A	<u>2,540</u> ⁽⁵⁾	A	\$ 0	2,540	D	
Common Stock	02/25/2009	F	<u>1,163</u> ⁽⁴⁾	D	\$ 22.01	1,377	D	
Common Stock	02/26/2009	D	<u>1,377</u> ⁽⁵⁾	D	\$ 22	0	D	
Common Stock	02/25/2009	A	<u>3,404</u> ⁽⁵⁾	A	\$ 0	3,404	D	
Common Stock	02/25/2009	F	<u>1,558</u> ⁽⁴⁾	D	\$ 22.01	1,846	D	
Common Stock	02/26/2009	D	<u>1,846</u> ⁽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>2,963</u> ⁽⁵⁾	A	\$ 0	2,963	D	
Common Stock	02/25/2009	F	<u>1,356</u> ⁽⁴⁾	D	\$ 22.01	1,607	D	
Common Stock	02/26/2009	D	<u>1,607</u> ⁽⁵⁾	D	\$ 22	0	D	
Common Stock	02/25/2009	A	<u>2,417</u> ⁽⁵⁾	A	\$ 0	2,417	D	
Common Stock	02/25/2009	F	<u>1,106</u> ⁽⁴⁾	D	\$ 22.01	1,311	D	
Common Stock	02/26/2009	D	<u>1,311</u> ⁽⁵⁾	D	\$ 22	0	D	
Common Stock	02/26/2009	D	<u>4,327</u> ⁽²⁾ 9	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.

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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 Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 40.2	02/26/2009		D ⁽⁶⁾	5,250	05/27/2005 02/17/2010	Common Stock 5,250
Employee Stock Option (Right to Buy)	\$ 24.54	02/26/2009		D ⁽⁷⁾	535	05/27/2005 02/12/2011	Common Stock 535
Employee Stock Option (Right to Buy)	\$ 23.58	02/26/2009		D ⁽⁸⁾	4,723	05/27/2005 02/12/2012	Common Stock 4,723
Employee Stock Option (Right to Buy)	\$ 34.46	02/26/2009		D ⁽⁹⁾	2,174	05/27/2005 07/23/2013	Common Stock 2,174
Employee Stock Option (Right to Buy)	\$ 30.73	02/26/2009		D ⁽¹⁰⁾	2,007	05/27/2005 02/11/2014	Common Stock 2,007

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Employee Stock Option (Right to Buy)	\$ 40.2	02/26/2009	<u>D⁽¹¹⁾</u>	14,017	05/27/2005	02/17/2010	Common Stock	14,017
Employee Stock Option (Right to Buy)	\$ 24.51	02/26/2009	<u>D⁽¹²⁾</u>	12,309	05/27/2005	02/12/2011	Common Stock	12,309
Employee Stock Option (Right to Buy)	\$ 23.58	02/26/2009	<u>D⁽¹³⁾</u>	35,417	05/27/2005	02/12/2012	Common Stock	35,417
Employee Stock Option (Right to Buy)	\$ 34.45	02/26/2009	<u>D⁽¹⁴⁾</u>	94,163	05/27/2005	07/23/2013	Common Stock	94,163
Employee Stock Option (Right to Buy)	\$ 30.73	02/26/2009	<u>D⁽¹⁵⁾</u>	46,161	05/27/2005	02/11/2014	Common Stock	46,161
Employee Stock Option (Right to Buy)	\$ 38.5	02/26/2009	<u>D⁽¹⁶⁾</u>	45,000	02/25/2009	05/27/2019	Common Stock	45,000
Employee Stock Option (Right to Buy)	\$ 45.26	02/26/2009	<u>D⁽¹⁷⁾</u>	38,000	02/25/2009	05/24/2016	Common Stock	38,000
Employee Stock Option (Right to Buy)	\$ 42.55	02/26/2009	<u>D⁽¹⁸⁾</u>	55,900	02/25/2009	05/21/2017	Common Stock	55,900
Employee Stock Option (Right to Buy)	\$ 22.94	02/26/2009	<u>D⁽¹⁹⁾</u>	85,000	02/25/2009	05/29/2018	Common Stock	85,000

Reporting Owners

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

Signatures

Douglas H. Post, 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, 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 was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 2,154 shares of Abbott Laboratories common stock at an exercise price of \$97.98 per share, determined pursuant to a formula set forth in the Merger Agreement.

(7) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 219 shares of Abbott Laboratories common stock at an exercise price of \$59.82 per share, determined pursuant to a formula set forth in the Merger Agreement.

(8) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 1,937 shares of Abbott Laboratories common stock at an exercise price of \$57.48 per share, determined pursuant to a formula set forth in the Merger Agreement.

(9) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 891 shares of Abbott Laboratories common stock at an exercise price of \$83.99 per share, determined pursuant to a formula set forth in the Merger Agreement.

(10) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 823 shares of Abbott Laboratories common stock at an exercise price of \$74.90 per share, determined pursuant to a formula set forth in the Merger Agreement.

(11)

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This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 5,751 shares of Abbott Laboratories common stock at an exercise price of \$97.98 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (12) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 5,050 shares of Abbott Laboratories common stock at an exercise price of \$59.74 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (13) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 14,531 shares of Abbott Laboratories common stock at an exercise price of \$57.48 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (14) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 38,634 shares of Abbott Laboratories common stock at an exercise price of \$83.97 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (15) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 18,939 shares of Abbott Laboratories common stock at an exercise price of \$74.90 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (16) 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 \$93.84 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (17) 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 15,591 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.

- (18) 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 22,935 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.

- (19) 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 34,875 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.

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