1800 CONTACTS INC

Form 4 June 01, 2005

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock

Stock

05/31/2005

05/31/2005

(Print or Type Responses)

1. Name and A BETHERS	Symbol	2. Issuer Name and Ticker or Trading Symbol 1 800 CONTACTS INC [CTAC]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(iddle) 3. Date of	Earliest Tra	ansaction	(Check all applicable)					
66 E WADS 3RD FL.	(Month/D	(Month/Day/Year) 05/31/2005			Director 10% OwnerX_ Officer (give title Other (specify below) President and CFO				
	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
DRAPER, U	JT 84020	Filed(Mon	th/Day/Year))		y One Reporting Poy More than One R			
(City)	(State) (Zip) Table	e I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		

Code V Amount

5,000

5,000

P

P

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.

SEC 1474

(9-02)

Following

Reported

\$ 18 91,262 (1)

\$ 18 96,262 (2)

Transaction(s) (Instr. 3 and 4)

(A)

(D)

A

A

Price

(Instr. 4)

 $\mathbf{D}^{(1)}$

I (2)

(Instr. 4)

See

footnote 2.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
						Date	Expiration	Title N	ı Iumber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

BETHERS BRIAN 66 E WADSWORTH PARK DR 3RD FL. DRAPER, UT 84020

President and CFO

Signatures

/s/ Brian W. 06/01/2005 Bethers

**Signature of Date Reporting Person

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).
- Includes direct beneficial ownership of (1) 5,000 shares of common stock, (2) 21,565 shares that can be acquire through the exercise of currently exercisable options and (3) 64,697 shares of common stock that will be acquirable in the future through the exercise of currently unvested options.
- Includes (1) direct beneficial ownership of 5,000 shares of common stock, (2) direct beneficial ownership of 21,565 shares that can be acquire through the exercise of currently exercisable options, (3) direct beneficial ownership of 64,697 shares of common stock that will **(2)** be acquirable in the future through the exercise of currently unvested options and (4) indirect beneficial ownership of an aggregate of 5,000 shares of common stock owned by Mr. Bethers' children.

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.

Reporting Owners 2