

DUFFY DONALD
Form 4
August 31, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
DUFFY DONALD

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

MONROVIA, CA 91016

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	08/29/2011		M		20,000	A	\$ 1.92	35,000 ⁽¹⁾	D
Common Stock	08/29/2011		M		20,000	A	\$ 2.91	55,000 ⁽¹⁾	D
Common Stock	08/29/2011		M		20,000	A	\$ 4.73	75,000 ⁽¹⁾	D
Common Stock	08/29/2011		M		20,000	A	\$ 4.79	95,000 ⁽¹⁾	D
Common Stock	08/29/2011		S		10,130	D	\$ 8.26	84,870 ⁽¹⁾	D
	08/29/2011		S		400	D	\$ 8.27	84,470 ⁽¹⁾	D

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Common Stock							
Common Stock	08/29/2011	S	1,200	D	\$ 8.28	83,270 ⁽¹⁾	D
Common Stock	08/29/2011	S	3,896	D	\$ 8.29	79,374 ⁽¹⁾	D
Common Stock	08/29/2011	S	1,500	D	\$ 8.3	77,874 ⁽¹⁾	D
Common Stock	08/29/2011	S	800	D	\$ 8.31	77,074 ⁽¹⁾	D
Common Stock	08/29/2011	S	12,600	D	\$ 8.32	64,474 ⁽¹⁾	D
Common Stock	08/29/2011	S	1,200	D	\$ 8.33	63,274 ⁽¹⁾	D
Common Stock	08/29/2011	S	700	D	\$ 8.34	62,574 ⁽¹⁾	D
Common Stock	08/29/2011	S	1,000	D	\$ 8.35	61,574 ⁽¹⁾	D
Common Stock	08/29/2011	S	1,000	D	\$ 8.353	60,574 ⁽¹⁾	D
Common Stock	08/29/2011	S	679	D	\$ 8.36	59,895 ⁽¹⁾	D
Common Stock	08/29/2011	S	1,845	D	\$ 8.37	58,050 ⁽¹⁾	D
Common Stock	08/29/2011	S	50	D	\$ 8.38	58,000 ⁽¹⁾	D

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)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Common Stock Options	\$ 1.92	08/29/2011	M	20,000	06/11/2010	06/10/2019	Common Stock	20,000
Common Stock Options	\$ 2.91	08/29/2011	M	20,000	05/15/2009	05/14/2018	Common Stock	20,000
Common Stock Options	\$ 4.73	08/29/2011	M	20,000	05/19/2011	05/18/2020	Common Stock	20,000
Common Stock Options	\$ 4.79	08/29/2011	M	20,000	05/16/2008	05/15/2017	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUFFY DONALD 1911 WALKER AVENUE MONROVIA, CA 91016	X			

Signatures

/s/Deborah Andrews as attorney-in-fact for Donald
Duffy 06/01/2011

__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. Duffy's total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 78,000 shares of Common Stock, which includes 20,000 vested stock options. He also holds 20,000 unvested stock options.

Remarks:

This Statement on Form 4 reports Mr. Duffy's exercise of options to purchase an aggregate of 80,000 shares of STAAR Surgical Company Common Stock.

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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