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ADVANCED MEDICAL OPTICS INC

Form 4

February 13, 2008

| FORM | 4 |
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * GALLAGHER ROBERT FRANCIS | | | 2. Issuer Name and Ticker or Trading Symbol ADVANCED MEDICAL OPTICS INC [EYE] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|---|-----------------|---|-----------------|---|---|---------|--|--|---|--|
| (Last) C/O ADVAN OPTICS, INCANDREW P | 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2008 | | | | | Director 10% OwnerX_ Officer (give title Other (specify below) Senior Vice President | | | | | |
| CANTEA AN | 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 | | | | | |
| SANTA ANA, CA 92705 | | | | | | | | Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | ecuri | ties Ac | quired, Disposed | of, or Beneficia | ally Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year |) Execution any | med on Date, if Day/Year) | Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, 4) | (A) or of (D |) | 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 | | | | | | | | 4,526.007 (1) | D | | |
| Common Stock | | | | | | | | 4.1234 | I | By 401(k) Trust (as of 12/31/07) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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. Transacti Code (Instr. 8) | 5. Number food Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | vative Expiration Date es (Month/Day/Year) d | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deri Secu (Inst |
|---|---|---|---|---------------------------------------|---|--|--------------------|---|--|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(2)</u> | 02/11/2008 | | A | 1,500 | (3) | (3) | Common Stock | 1,500 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GALLAGHER ROBERT FRANCIS C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705

Senior Vice President

Signatures

Robert F. Gallagher, by Aimee S. Weisner, Attorney in Fact

02/13/2008

**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) Includes an aggregate of 2613.0070 shares acquired under the Advanced Medical Optics, Inc. Employee Stock Purchase Plan ("ESPP") through the purchase period which ended on October 31, 2007.
- (2) Each restricted unit represents a contingent right to receive one share of the issuer's common stock, subject to performance vesting conditions.
- Exempt grant of restricted stock units with performance vesting conditions based upon stock price appreciation, provided it is achieved (3) before February 11, 2011, as measured on the New York Stock Exchange (or any successor) by 15 consecutive trading days wherein the average of the high and low prices for the issuer's common stock is above the targeted price.

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.

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