MAZZO JAMES V
Form 4
February 27, 2009

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAZZO JAMES V

(Last) (First) (Middle)

C/O ABBOTT MEDICAL OPTICS INC., 1700 E. ST. ANDREW PLACE

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ABBOTT MEDICAL OPTICS INC [EYE]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2009

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/25/2009		U		6,566.2065 (1)	D	$ 22	14,923.9 (2)	D	
Common Stock	02/25/2009		D		2,123.9 (3)	D	$ 22	12,800	D	
Common Stock	02/25/2009		F		4,795 (4)	D	$ 22.01	8,005	D	
Common Stock	02/26/2009		D		8,005 (3)	D	$ 22	0	D	
	02/25/2009		A		25,800 (5)	A	$ 0	25,800	D	

Common Stock								
Common Stock	02/25/2009	F	11,804 (4)	D	$ 22.01	13,996	D	
Common Stock	02/26/2009	D	13,996 (5)	D	$ 22	0	D	
Common Stock	02/25/2009	A	15,800 (5)	A	$ 0	15,800	D	
Common Stock	02/25/2009	F	7,229 (4)	D	$ 22.01	8,571	D	
Common Stock	02/26/2009	D	8,571 (5)	D	$ 22	0	D	
Common Stock	02/25/2009	A	30,000 (5)	A	$ 0	30,000	D	
Common Stock	02/25/2009	F	13,725 (4)	D	$ 22.01	16,275	D	
Common Stock	02/26/2009	D	16,275 (5)	D	$ 22	0	D	
Common Stock	02/25/2009	U	112,750 (1)	D	$ 22	0	I	Shares had been held by family trust
Common Stock	02/26/2009	U	1,488.2865 (1)	D	$ 22	0	I	Shares had been held by 401(k) Trust
Common Stock	02/26/2009	D	16 (3)	D	$ 22	0	I	shares had been held by a child of reporting person

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Employee Stock Option (Right to Buy)	$ 8.99	02/26/2009		D[(6)]			240,000	07/29/2006	07/29/2012	Common Stock	240,0
Employee Stock Option (Right to Buy)	$ 13.85	02/26/2009		D[(7)]			120,000	04/29/2007	04/29/2013	Common Stock	120,0
Employee Stock Option (Right to Buy)	$ 33.72	02/26/2009		D[(8)]			200,000	05/20/2008	05/20/2014	Common Stock	200,0
Employee Stock Option (Right to Buy)	$ 38.2	02/26/2009		D[(9)]			185,000	02/25/2009	05/26/2015	Common Stock	185,0
Employee Stock Option (Right to Buy)	$ 22.94	02/26/2009		D[(10)]			326,200	02/25/2009	05/29/2018	Common Stock	326,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAZZO JAMES V C/O ABBOTT MEDICAL OPTICS INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705	X		Chairman and CEO	

Signatures

James V. Mazzo, 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) An aggregate of 8690.1096 shares of common stock were acquired through the issuer's Employee Stock Purchase Plan through February 24, 2009.

(3) 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.

(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) 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 had vested as to 100% of the underlying shares in accordance with its terms, and which is held in the name of the reporting person's family trust, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 98,470 shares of Abbott Laboratories common stock at an exercise price of $21.92 per share, determined pursuant to a formula set forth in the Merger Agreement.

(7) This previously reported exempt stock option, which had vested as to 100% of the underlying shares in accordance with its terms, and which is held in the name of the reporting person's family trust, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 49,235 shares of Abbott Laboratories common stock at an exercise price of $33.76 per share, determined pursuant to a formula set forth in the Merger Agreement.

(8) This previously reported exempt stock option, which was to have vested ratably over the first four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 82,058 shares of Abbott Laboratories common stock at an exercise price of $82.19 per share, determined pursuant to a formula set forth in the Merger Agreement.

(9) This previously reported exempt stock option, which was to have vested ratably over the first four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 75,904 shares of Abbott Laboratories common stock at an exercise price of $93.11 per share, determined pursuant to a formula set forth in the Merger Agreement.

(10) This previously reported exempt stock option, which was to have vested ratably over the first four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 133,838 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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