

MCCALLUM KEVIN
Form 4
December 01, 2006

FORM 4

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

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).

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 *
MCCALLUM KEVIN

(Last) (First) (Middle)
66 E. WADSWORTH PARK
DRIVE
(Street)

DRAPER, UT 84084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
1 800 CONTACTS INC [CTAC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2006

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)
Sr. VP Marketing & Sales

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 11/30/2006 | | F | (A) or (D) Code V Amount Price 1,646 \$ (1) 16.15 | 60,854 (2) | D | |

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

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(9-02)

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

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Rights to Buy) | \$ 14 | | | | | 02/17/2000 02/17/2010 | Common Stock | 90,000 |
| Options (Rights to Buy) | \$ 34.938 | | | | | 02/02/2001 02/02/2011 | Common Stock | 4,000 |
| Options (Rights to Buy) | \$ 11.76 | | | | | 01/26/2002 01/26/2012 | Common Stock | 2,400 |
| Options (Rights to Buy) | \$ 27.5 | | | | | 02/20/2003 ⁽³⁾ 02/20/2008 | Common Stock | 1,778 |
| Options (Rights to Buy) | \$ 22 | | | | | 02/13/2004 ⁽⁴⁾ 02/13/2009 | Common Stock | 1,778 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCALLUM KEVIN 66 E. WADSWORTH PARK DRIVE DRAPER, UT 84084 | | | Sr. VP Marketing & Sales | |

Signatures

KEVIN
MCCALLUM 12/01/2006

**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) Shares were withheld to satisfy tax withholding resulting from the vesting of 5,000 restricted shares under the Company's Amended and Restated 2004 Stock Incentive Plan.

Includes direct beneficial ownership of: (i) 20,000 unvested restricted shares of common stock that will vest in four equal yearly installments beginning November 30, 2007; (ii) 37,500 unvested restricted shares of common stock that will vest upon achievement by the company of certain operational milestones; and (iii) 3,354 shares of common stock.
- (3) Of these options, 1,333 are currently exercisable and 445 become exercisable on 2/20/07.
- (4) Of these options, 889 are currently exercisable, 441 become exercisable on 2/13/07, and 445 become exercisable on 2/13/08.

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.