

VISX INC
Form 4
June 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
BERTOCCI DEREK A

(Last) (First) (Middle)
3400 CENTRAL EXPRESSWAY
(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISX INC [EYE]

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2005

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)
Senior Vice President & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 05/27/2005 | | D | 30,623 | D 11 0 | D | |

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)

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 18.7188 | 05/27/2005 | | D | | 6,916 | | <u>(2)</u> | 12/16/2008 | Common Stock | 6,916 |
| Stock Option (Right to Buy) | \$ 18.7188 | 05/27/2005 | | D | | 133,084 | | <u>(3)</u> | 12/16/2008 | Common Stock | 133,084 |
| Stock Option (Right to Buy) | \$ 25.8125 | 05/27/2005 | | D | | 5,126 | | <u>(4)</u> | 02/17/2010 | Common Stock | 5,126 |
| Stock Option (Right to Buy) | \$ 25.8125 | 05/27/2005 | | D | | 24,874 | | <u>(5)</u> | 02/17/2010 | Common Stock | 24,874 |
| Stock Option (Right to Buy) | \$ 15.74 | 05/27/2005 | | D | | 4,744 | | <u>(6)</u> | 02/12/2011 | Common Stock | 4,744 |
| Stock Option (Right to Buy) | \$ 15.74 | 05/27/2005 | | D | | 30,256 | | <u>(7)</u> | 02/12/2011 | Common Stock | 30,256 |
| Stock Option (Right to Buy) | \$ 15.14 | 05/27/2005 | | D | | 6,218 | | <u>(8)</u> | 02/12/2012 | Common Stock | 6,218 |
| Stock Option (Right to Buy) | \$ 15.14 | 05/27/2005 | | D | | 31,282 | | <u>(9)</u> | 02/12/2012 | Common Stock | 31,282 |
| Stock Option (Right to Buy) | \$ 8.03 | 05/27/2005 | | D | | 11,720 | | <u>(10)</u> | 03/03/2013 | Common Stock | 11,720 |
| | \$ 8.03 | 05/27/2005 | | D | | 11,601 | | <u>(11)</u> | 03/03/2013 | | 11,601 |

| Stock Option (Right to Buy) | | | | | | | | Common Stock | |
|-----------------------------|----------|------------|---|--------|-------------|------------|--------------|--------------|--|
| Stock Option (Right to Buy) | \$ 19.73 | 05/27/2005 | D | 6,876 | <u>(12)</u> | 02/11/2014 | Common Stock | 6,876 | |
| Stock Option (Right to Buy) | \$ 19.73 | 05/27/2005 | D | 58,124 | <u>(13)</u> | 02/11/2014 | Common Stock | 58,124 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERTOCCI DEREK A 3400 CENTRAL EXPRESSWAY SANTA CLARA, CA 95051 | | | Senior Vice President & CFO | |

Signatures

Derek A.
Bertocci

06/01/2005

**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) Disposed of pursuant to merger agreement between issuer and Advanced Medical Optics, Inc. in exchange for 16,903 shares of Advanced Medical Optics, Inc. common stock on the effective date of the merger.
- (2) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of December 16, 1998, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 4,441 shares of Advanced Medical Optics, Inc. common stock for \$29.16 per share.
- (3) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of December 16, 1998, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 85,473 shares of Advanced Medical Optics, Inc. common stock for \$29.15 per share.
- (4) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 17, 2000, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,292 shares of Advanced Medical Optics, Inc. common stock for \$40.20 per share.
- (5) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 17, 2000, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 15,975 shares of Advanced Medical Optics, Inc. common stock for \$40.20 per share.

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- (6) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,046 shares of Advanced Medical Optics, Inc. common stock for \$24.52 per share.
- (7) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 19,431 shares of Advanced Medical Optics, Inc. common stock for \$24.51 per share.
- (8) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,993 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (9) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 20,090 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (10) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,527 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (11) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,450 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (12) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 4,416 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.
- (13) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 37,330 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.

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.