

VISX INC
Form 4
June 01, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUSSELL ALAN F

(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
__X__ Officer (give title ____ Other (specify
below) below)

V.P., Regulatory & Clinical

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	05/27/2005		D		8,959	D	<u>11</u> 0

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
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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)

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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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.45	05/27/2005		D		20,564		<u>(2)</u>	06/12/2011	Common Stock	20,564
Stock Option (Right to Buy)	\$ 19.45	05/27/2005		D		39,436		<u>(3)</u>	06/12/2011	Common Stock	39,436
Stock Option (Right to Buy)	\$ 15.14	05/27/2005		D		1,250		<u>(4)</u>	02/12/2012	Common Stock	1,250
Stock Option (Right to Buy)	\$ 15.14	05/27/2005		D		26,125		<u>(5)</u>	02/12/2012	Common Stock	26,125
Stock Option (Right to Buy)	\$ 8.03	05/27/2005		D		11,719		<u>(6)</u>	03/03/2013	Common Stock	11,719
Stock Option (Right to Buy)	\$ 8.03	05/27/2005		D		13,406		<u>(7)</u>	03/03/2013	Common Stock	13,406
Stock Option (Right to Buy)	\$ 19.73	05/27/2005		D		5,657		<u>(8)</u>	02/11/2014	Common Stock	5,657
Stock Option (Right to Buy)	\$ 19.73	05/27/2005		D		24,343		<u>(9)</u>	02/11/2014	Common Stock	24,343

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUSSELL ALAN F 3400 CENTRAL EXPRESSWAY SANTA CLARA, CA 95051			V.P., Regulatory & Clinical	

Signatures

Alan F. Russell 06/01/2005

__Signature of Date
Reporting Person

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 4,945 shares of Advanced Medical Optics, Inc. common stock on the effective date of the merger.
- 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 June 12, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 13,207 shares of Advanced Medical Optics, Inc. common stock for \$30.29 per share.
- (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 June 12, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 25,327 shares of Advanced Medical Optics, Inc. common stock for \$30.29 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 February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 802 shares of Advanced Medical Optics, Inc. common stock for \$23.60 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 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 16,778 shares of Advanced Medical Optics, Inc. common stock for \$23.58 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 March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,526 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (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 March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 8,610 shares of Advanced Medical Optics, Inc. common stock for \$12.51 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 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,633 shares of Advanced Medical Optics, Inc. common stock for \$30.73 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 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 15,634 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.
- (9)

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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