

ABBOTT MEDICAL OPTICS INC  
Form 4  
February 27, 2009

**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 \*  
POST DOUGLAS H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
former Exec VP

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SANTA ANA, CA 92705

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                            |
| Common Stock                    | 02/25/2009                           |                                                    | U                              | 7,050 (1) D \$ 22                                                 | 9,377                                                                                         | D                                                        |                                            |
| Common Stock                    | 02/26/2009                           |                                                    | D                              | 9,377 (2) D \$ 22                                                 | 0                                                                                             | D                                                        |                                            |
| Common Stock                    | 02/25/2009                           |                                                    | A                              | 528 (3) A \$ 0                                                    | 528                                                                                           | D                                                        |                                            |
| Common Stock                    | 02/25/2009                           |                                                    | F                              | 242 (4) D \$ 22.01                                                | 286                                                                                           | D                                                        |                                            |
|                                 | 02/26/2009                           |                                                    | D                              | 286 (2) D \$ 22                                                   | 0                                                                                             | D                                                        |                                            |

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|              |            |   |                               |   |          |       |   |                         |
|--------------|------------|---|-------------------------------|---|----------|-------|---|-------------------------|
| Common Stock |            |   |                               |   |          |       |   |                         |
| Common Stock | 02/25/2009 | A | <u>2,540</u> <sup>(5)</sup>   | A | \$ 0     | 2,540 | D |                         |
| Common Stock | 02/25/2009 | F | <u>1,163</u> <sup>(4)</sup>   | D | \$ 22.01 | 1,377 | D |                         |
| Common Stock | 02/26/2009 | D | <u>1,377</u> <sup>(5)</sup>   | D | \$ 22    | 0     | D |                         |
| Common Stock | 02/25/2009 | A | <u>3,404</u> <sup>(5)</sup>   | A | \$ 0     | 3,404 | D |                         |
| Common Stock | 02/25/2009 | F | <u>1,558</u> <sup>(4)</sup>   | D | \$ 22.01 | 1,846 | D |                         |
| Common Stock | 02/26/2009 | D | <u>1,846</u> <sup>(5)</sup>   | D | \$ 22    | 0     | D |                         |
| Common Stock | 02/25/2009 | A | 473 <sup>(5)</sup>            | A | \$ 0     | 473   | D |                         |
| Common Stock | 02/25/2009 | F | 217 <sup>(4)</sup>            | D | \$ 22.01 | 256   | D |                         |
| Common Stock | 02/26/2009 | D | 256 <sup>(5)</sup>            | D | \$ 22    | 0     | D |                         |
| Common Stock | 02/25/2009 | A | <u>1,055</u> <sup>(5)</sup>   | A | \$ 0     | 1,055 | D |                         |
| Common Stock | 02/25/2009 | F | 483 <sup>(4)</sup>            | D | \$ 22.01 | 572   | D |                         |
| Common Stock | 02/26/2009 | D | 572 <sup>(5)</sup>            | D | \$ 22    | 0     | D |                         |
| Common Stock | 02/25/2009 | A | <u>2,963</u> <sup>(5)</sup>   | A | \$ 0     | 2,963 | D |                         |
| Common Stock | 02/25/2009 | F | <u>1,356</u> <sup>(4)</sup>   | D | \$ 22.01 | 1,607 | D |                         |
| Common Stock | 02/26/2009 | D | <u>1,607</u> <sup>(5)</sup>   | D | \$ 22    | 0     | D |                         |
| Common Stock | 02/25/2009 | A | <u>2,417</u> <sup>(5)</sup>   | A | \$ 0     | 2,417 | D |                         |
| Common Stock | 02/25/2009 | F | <u>1,106</u> <sup>(4)</sup>   | D | \$ 22.01 | 1,311 | D |                         |
| Common Stock | 02/26/2009 | D | <u>1,311</u> <sup>(5)</sup>   | D | \$ 22    | 0     | D |                         |
| Common Stock | 02/26/2009 | D | <u>4,327</u> <sup>(2)</sup> 9 | D | \$ 22    | 0     | I | Shares had been held by |

401(k)  
Trust

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)

| 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 |
| Employee Stock Option (Right to Buy)       | \$ 40.2                                                | 02/26/2009                           |                                                    | D <sup>(6)</sup>               | 5,250                                                                                   | 05/27/2005 02/17/2010                                    |                                                               | Common Stock | 5,250                      |
| Employee Stock Option (Right to Buy)       | \$ 24.54                                               | 02/26/2009                           |                                                    | D <sup>(7)</sup>               | 535                                                                                     | 05/27/2005 02/12/2011                                    |                                                               | Common Stock | 535                        |
| Employee Stock Option (Right to Buy)       | \$ 23.58                                               | 02/26/2009                           |                                                    | D <sup>(8)</sup>               | 4,723                                                                                   | 05/27/2005 02/12/2012                                    |                                                               | Common Stock | 4,723                      |
| Employee Stock Option (Right to Buy)       | \$ 34.46                                               | 02/26/2009                           |                                                    | D <sup>(9)</sup>               | 2,174                                                                                   | 05/27/2005 07/23/2013                                    |                                                               | Common Stock | 2,174                      |
| Employee Stock Option (Right to Buy)       | \$ 30.73                                               | 02/26/2009                           |                                                    | D <sup>(10)</sup>              | 2,007                                                                                   | 05/27/2005 02/11/2014                                    |                                                               | Common Stock | 2,007                      |

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|                                      |          |            |                   |        |            |            |              |        |
|--------------------------------------|----------|------------|-------------------|--------|------------|------------|--------------|--------|
| Employee Stock Option (Right to Buy) | \$ 40.2  | 02/26/2009 | D <sup>(11)</sup> | 14,017 | 05/27/2005 | 02/17/2010 | Common Stock | 14,017 |
| Employee Stock Option (Right to Buy) | \$ 24.51 | 02/26/2009 | D <sup>(12)</sup> | 12,309 | 05/27/2005 | 02/12/2011 | Common Stock | 12,309 |
| Employee Stock Option (Right to Buy) | \$ 23.58 | 02/26/2009 | D <sup>(13)</sup> | 35,417 | 05/27/2005 | 02/12/2012 | Common Stock | 35,417 |
| Employee Stock Option (Right to Buy) | \$ 34.45 | 02/26/2009 | D <sup>(14)</sup> | 94,163 | 05/27/2005 | 07/23/2013 | Common Stock | 94,163 |
| Employee Stock Option (Right to Buy) | \$ 30.73 | 02/26/2009 | D <sup>(15)</sup> | 46,161 | 05/27/2005 | 02/11/2014 | Common Stock | 46,161 |
| Employee Stock Option (Right to Buy) | \$ 38.5  | 02/26/2009 | D <sup>(16)</sup> | 45,000 | 02/25/2009 | 05/27/2019 | Common Stock | 45,000 |
| Employee Stock Option (Right to Buy) | \$ 45.26 | 02/26/2009 | D <sup>(17)</sup> | 38,000 | 02/25/2009 | 05/24/2016 | Common Stock | 38,000 |
| Employee Stock Option (Right to Buy) | \$ 42.55 | 02/26/2009 | D <sup>(18)</sup> | 55,900 | 02/25/2009 | 05/21/2017 | Common Stock | 55,900 |
| Employee Stock Option (Right to Buy) | \$ 22.94 | 02/26/2009 | D <sup>(19)</sup> | 85,000 | 02/25/2009 | 05/29/2018 | Common Stock | 85,000 |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships |           |         |                |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------|----------------|
|                                                                                                     | Director      | 10% Owner | Officer | Other          |
| POST DOUGLAS H<br>C/O ABBOTT MEDICAL OPTICS INC.<br>1700 E. ST. ANDREW PLACE<br>SANTA ANA, CA 92705 |               |           |         | former Exec VP |

## Signatures

Douglas H. Post, 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) 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.
- (3) Exempt restricted shares of common stock forfeited in connection with termination of employment were reinstated pursuant to change in control agreement.
- (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) that had been forfeited in connection with the reporting person's termination of employment were reinstated pursuant to a change in control agreement, 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 was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 2,154 shares of Abbott Laboratories common stock at an exercise price of \$97.98 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (7) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 219 shares of Abbott Laboratories common stock at an exercise price of \$59.82 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (8) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 1,937 shares of Abbott Laboratories common stock at an exercise price of \$57.48 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (9) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 891 shares of Abbott Laboratories common stock at an exercise price of \$83.99 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (10) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 823 shares of Abbott Laboratories common stock at an exercise price of \$74.90 per share, determined pursuant to a formula set forth in the Merger Agreement.
- (11)

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This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 5,751 shares of Abbott Laboratories common stock at an exercise price of \$97.98 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (12) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 5,050 shares of Abbott Laboratories common stock at an exercise price of \$59.74 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (13) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 14,531 shares of Abbott Laboratories common stock at an exercise price of \$57.48 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (14) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 38,634 shares of Abbott Laboratories common stock at an exercise price of \$83.97 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (15) This previously reported exempt stock option, which was 100% vested at the time it was assumed by the issuer on May 27, 2005, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 18,939 shares of Abbott Laboratories common stock at an exercise price of \$74.90 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (16) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 18,463 shares of Abbott Laboratories common stock at an exercise price of \$93.84 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (17) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 15,591 shares of Abbott Laboratories common stock at an exercise price of \$110.32 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (18) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 22,935 shares of Abbott Laboratories common stock at an exercise price of \$103.71 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (19) This previously reported exempt stock option, which became 100% vested on December 31, 2008 in connection with the reporting person's termination of employment, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 34,875 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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