

HEIDRICH HOLGER

Form 4

May 23, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
HEIDRICH HOLGER

(Last) (First) (Middle)

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

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolADVANCED MEDICAL OPTICS
INC [EYE]3. Date of Earliest Transaction
(Month/Day/Year)
05/21/20074. 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)
Corporate Vice President6. 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	1,651.1081 ⁽¹⁾	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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 42.55	05/21/2007		A	34,700	<u>(2)</u> 05/21/2017	Common Stock	34,700
Restricted Stock Units	<u>(3)</u>	05/21/2007		A	6,200	05/21/2010 05/21/2017	Common Stock	6,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HEIDRICH HOLGER C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705	Corporate Vice President

Signatures

Holger Heidrich, by Aimee S. Weisner, Attorney
in Fact 05/22/2007

 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) Includes an aggregate of 1,108,1081 shares acquired under the Advanced Medical Optics, Inc. International Employee Stock Purchase Plan through April 30, 2007.
- (2) This Rule 16b3 exempt stock option will vest ratably on each of the first four anniversaries of the date of grant, such that the option will be fully vested on May 21, 2011 (provided applicable provisions of such option are complied with).
- Exempt grant of Restricted Stock Units under the Issuer's 2005 Incentive Compensation Plan. Each restricted unit represents a contingent
- (3) right to receive one share of the issuer's common stock. The Restricted Stock Units will vest as to 100% of the shares on May 21, 2010, the third anniversary of the date of issuance, provided that certain conditions are met.

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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