

PACKHAM BARRY  
Form 4  
October 25, 2004

**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 \*  
PACKHAM BARRY

2. Issuer Name and Ticker or Trading Symbol  
SOLA INTERNATIONAL INC  
[SOL]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
10590 WEST OCEAN AIR  
DRIVE, SUITE 300  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/21/2004

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Executive VP

SAN DIEGO, CA 92130

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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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)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)                        | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                            |
|--|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
|  |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | \$ 4.75                                  |                      |                 |   |                  |                  | <sup>(3)</sup>   | 06/01/2001      | Common Stock | 5,000                      |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | \$ 14.21                                 |                      |                 |   |                  |                  | <sup>(4)</sup>   | 08/16/2011      | Common Stock | 8,000                      |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | \$ 11.72                                 |                      |                 |   |                  |                  | <sup>(5)</sup>   | 03/24/2013      | Common Stock | 16,000                     |
| Common Stock <sup>(1)</sup>                | \$ 18.6                                  | 10/21/2004           | A               | V   | 10,000           |                  | <sup>(6)</sup>   | 10/21/2014      | Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |              |       |
|---|---------------|-----------|--------------|-------|
|   | Director      | 10% Owner | Officer      | Other |
| PACKHAM BARRY<br>10590 WEST OCEAN AIR DRIVE<br>SUITE 300<br>SAN DIEGO, CA 92130 |               |           | Executive VP |       |

## Signatures

/s/ Ronald F. Dutt                      10/25/2004

         \*\*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) (1) Acquired pursuant to the Sola International option plan - right to buy
- (2) (2) Previously reported
- (3) (3) Vests in five annual installments of 5,000 shares on June 1, 2000, 2001, 2002, 2003 and 2004
- (4) (4) Vests in five annual installments of 4,000 shares on August 16, 2001, 2002, 2004 and 2005
- (5) (5) Vests in five annual installments of 4,000 shares on March 24, 2003, 2004, 2005, 2006 and 2007
- (6)

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(6) Vest in three installments of 2,000 shares on October 21, 2004, 4,000 shares on October 21, 2005 and 4,000 shares on October 21, 2006

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.