

MAZZO JAMES V
Form 4
December 11, 2006

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 *
MAZZO JAMES V

2. Issuer Name and Ticker or Trading Symbol
ADVANCED 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)
12/08/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

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

(Street)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 12/08/2006 | | M ⁽²⁾ | | 105,586 ⁽²⁾ | A | \$ 8.9401 |
| Common Stock | 12/08/2006 | | S ⁽²⁾ | | 63,200 ⁽²⁾ | D | \$ 36.5873 |
| Common Stock | | | | | 17,817.5287 ⁽¹⁾ | D | |
| Common Stock | | | | | 1,488.2532 | I | By 401(k) |
| Common Stock | | | | | 151,079 | I | By Family Trust |
| Common Stock | | | | | 87,878 | I | By Family Trust |

| | | | | |
|--------------|--------|---|--|--------------------------|
| Stock | | | | Trust (as of 10/31/06) |
| Common Stock | 16 | I | | By child |
| Common Stock | 7.6924 | I | | By Spouse ⁽³⁾ |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 45.26 | 06/28/2006 | | G ⁽⁴⁾ | V 128,000 | ⁽⁴⁾ 05/24/2016 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 45.26 | 06/28/2006 | | G ⁽⁴⁾ | V 128,000 | ⁽⁴⁾ 05/24/2016 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 8.9401 | 12/08/2006 | | M ⁽²⁾ | 105,586 | 01/24/2004 01/24/2007 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chairman, President and CEO | |

MAZZO JAMES V
C/O ADVANCED MEDICAL OPTICS, INC.
1700 E. ST. ANDREW PLACE
SANTA ANA, CA 92705

Signatures

James V. Mazzo, By: Aimee S. Weisner,
Attorney-in-Fact

12/11/2006

__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 5,017.5287 shares acquired under the Advanced Medical Optics, Inc. Employee Stock Purchase Plan ("ESPP") through the purchase period that ended on October 31, 2006.
- This Form 4 reports transactions effected pursuant to a Rule 10b5-1 trading plan ("Plan") that was entered into by the reporting person on February 18, 2005. Pursuant to the Plan, the reporting person (a) exercised a Rule 16b3 exempt stock option that had been granted on January 24, 2000, and which would have expired on January 24, 2007 if not sooner exercised by the reporting person, and (b) sold only
- (2) such number of the shares acquired thereby as were necessary to satisfy the option's exercise price and associated taxes. The net result of this transaction is that the family trust of the reporting person has acquired an additional 42,386 shares of the issuer's common stock. In addition, this Form 4 corrects the total number shares held by the reporting person's trust to increase the total held by one share, believed by the reporting person to be attributable to a rounding adjustment that was made at the time of the issuer's spin off in July 2002.
- An aggregate of 100 shares have been acquired by a stock club in which Mrs. Keleen B. Mazzo (spouse of Mr. James V. Mazzo) is one of
- (3) thirteen members. Mr. Mazzo disclaims beneficial ownership of these securities and this report shall not be deemed an admission that Mr. Mazzo is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- On June 28, 2006, the reporting person transferred to his family trust an employee stock option that had been granted on May 24, 2006. As indicated in the Form 4 filed to report this Rule 16b3 exempt stock option, the option will vest ratably on each of the first four
- (4) anniversaries of the date of grant, such that the option will be fully vested on May 24, 2010 (provided applicable provisions of such option are complied with). Prior to 2006, the reporting person had transferred to his family trust all other outstanding exempt employee stock options that had been granted by the issuer, including the stock option described in Footnote (2) above.

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.