

Todd Donald J
 Form 4
 March 06, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Todd Donald J

(Last) (First) (Middle)
 1911 WALKER AVE.
 (Street)

MONROVIA, CA 91016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 STAAR SURGICAL CO [STAA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/02/2012

4. 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)
 President, Asia/Pacific

6. 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)
				(A) or (D)	Price		
Common Stock	03/02/2012		S	100	D \$ 10.97	9,400 ⁽¹⁾	D
Common Stock	03/02/2012		S	100	D \$ 10.99	9,300 ⁽¹⁾	D
Common Stock	03/02/2012		S	200	D \$ 11.01	9,100 ⁽¹⁾	D
Common Stock	03/02/2012		S	100	D \$ 11.03	9,000 ⁽¹⁾	D
Common Stock	03/02/2012		S	100	D \$ 11.04	8,900 ⁽¹⁾	D

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Common Stock	03/02/2012	S	170	D	\$ 11.15	8,730 ⁽¹⁾	D
Common Stock	03/02/2012	S	30	D	\$ 11.155	8,700 ⁽¹⁾ ⁽²⁾	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Todd Donald J 1911 WALKER AVE. MONROVIA, CA 91016			President, Asia/Pacific	

Signatures

/s/ Charles Kaufman as Attorney-in-Fact for Donald Todd 03/06/2012

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 7,500 Performance Accelerated Restricted Shares ("PARS") subject to forfeiture and vesting in a single installment on March 15, 2014, but subject to accelerated vesting as to 1/3 of the shares each year pursuant to achievement of certain performance criteria.

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- (2) Following all reported transactions, Mr. Todd's total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 20,366 shares of Common Stock, which includes 7,500 PARS and 18,330 shares purchasable pursuant to options that have vested or will vest within 60 days of this report. As of the completion of the reported transactions Mr. Todd also held 46,667 unvested options.

Remarks:

This Statement on Form 4 reports Mr. Todd's sale of 800 shares of STAAR Surgical Common Stock on March 2, 2012 pursuant to

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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