

ADVANCED MEDICAL OPTICS INC
 Form 4
 May 27, 2005

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 *
GRANT WILLIAM R

2. Issuer Name and Ticker or Trading Symbol
ADVANCED MEDICAL OPTICS INC [AVO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	05/26/2005		A	(1) 3,897	(1) 14,765	D	
Common Stock	05/26/2005		A	(2) 5,325	(2) 20,090	D	
Common Stock					4,554	I	

By company of which reporting person is a principal

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Common Stock	711	I	By Pension Trust
Common Stock	755	I	By Family Trust
Common Stock	892	I	By IRA
Common Stock	533	I	By Charitable Trust

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRANT WILLIAM R C/O ADVANCED MEDICAL OPTICS, INC. 1700 E ST. ANDREW PLACE SANTA ANA, CA 92705	X			Chairman of the Board

Signatures

William R. Grant by Aimee S. Weisner, Attorney in Fact 05/27/2005

__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).

- Shares of restricted stock issued to the reporting person under the issuer's 2005 Incentive Compensation Plan in exchange for the reporting person's 2005 election to forego his annual retainer for service on the issuer's Board of Directors, computed on the basis of the closing price of the issuer's common stock on May 26, 2005. Such shares of restricted common stock will vest on the date immediately preceding the date of the issuer's 2006 Annual Meeting.
- (1)
- (2) Exempt issuance of shares of restricted stock under the issuer's 2005 Incentive Compensation Plan, which issuance will vest on the date immediately preceding the date of the issuer's 2006 Annual Meeting.

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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