

RADY JANE E
Form 4
February 26, 2009

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 *
RADY JANE E

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)
01/05/2009

____ Director
____ Officer (give title below) Other (specify below)
former Exec VP

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/05/2009		D		364 <u>(1)</u>	D	2,236
Common Stock	01/05/2009		F		800 <u>(2)</u>	D	\$ 6.29 1,436
Common Stock	01/05/2009		A		945 <u>(3)</u>	A	<u>(3)</u> 2,381
Common Stock	01/05/2008		F		338 <u>(2)</u>	D	\$ 6.29 2,043
	01/05/2009		A		860 <u>(3)</u>	A	<u>(3)</u> 2,903

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Common Stock									
Common Stock	01/05/2009	F	308 ⁽²⁾	D	\$ 6.29	2,595	D		
Common Stock	01/05/2009	A	527 ⁽³⁾	A	(3)	3,122	D		
Common Stock	01/05/2009	F	189 ⁽²⁾	D	\$ 6.29	2,933	D		
Common Stock	01/05/2009	A	1,740 ⁽³⁾	A	(3)	4,673	D		
Common Stock	01/05/2009	F	623 ⁽²⁾	D	\$ 6.29	4,050	D		
Common Stock	01/05/2009	A	262 ⁽³⁾	A	(3)	4,312	D		
Common Stock	01/05/2009	F	94 ⁽²⁾	D	\$ 6.29	4,218	D		
Common Stock	01/05/2009	A	2,401 ⁽³⁾	A	(3)	6,619	D		
Common Stock	01/05/2009	F	859 ⁽²⁾	D	\$ 6.29	5,760	D		
Common Stock						66	I		By trust
Common Stock						1,9844	I		By 401(k) Trust (as of 12/31/08)

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.

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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 Beneficially Owned Following Transaction (Instr. 6)
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Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RADY JANE E
C/O ADVANCED MEDICAL OPTICS INC.
1700 E. ST. ANDREW PLACE
SANTA ANA, CA 92705

former Exec VP

Signatures

Jane E. Rady, By: Aimee S. Weisner, Attorney
in Fact

02/26/2009

__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) In connection with termination of the reporting person's employment, a portion of a previously reported exempt award of restricted stock was forfeited.
 - (2) Shares withheld in satisfaction of tax obligations attributable to the lapse of restrictions on stock award.
 - (3) In connection with the reporting person's termination of employment, a portion of a previously reported exempt restricted stock unit award was accelerated and vested, resulting in the issuance to the reporting person of shares of the issuer's common stock, at no cost to the reporting person.

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.