Waterhouse Alan
Form 4
February 27, 2009

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Waterhouse Alan

(Last) (First) (Middle)

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

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ABBOTT MEDICAL OPTICS INC [EYE]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

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

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Corporate Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/25/2009 | | A | | 5,000 (1) | A | $ 0 | 5,000 | D | |
| Common Stock | 02/25/2009 | | F | | 1,788 (2) | D | $ 22.01 | 3,212 | D | |
| Common Stock | 02/26/2009 | | D | | 3,212 (1) | D | $ 22 | 0 | D | |
| Common Stock | 02/25/2009 | | A | | 2,500 (1) | A | $ 0 | 2,500 | D | |
| | 02/25/2009 | | F | | 894 (2) | D | | 1,606 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | | | | | | $ 22.01 | | | |
| Common Stock | 02/26/2009 | | D | 1,606 (1) | D | $ 22 | 0 | | D |

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 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) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | $ 22.88 | 02/26/2009 | | D(3) | | | 20,000 | 02/25/2009 | 03/03/2018 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | $ 22.94 | 02/26/2009 | | D(4) | | | 9,060 | 02/25/2009 | 05/29/2018 | Common Stock | 9,060 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Waterhouse Alan<br>C/O ABBOTT MEDICAL OPTICS INC.<br>1700 E. ST. ANDREW PLACE<br>SANTA ANA, CA 92705 | | | Corporate Vice President | |

# Signatures

| | |
|---|---|
| Alan Waterhouse, By: Aimee S. Weisner, Attorney in Fact | 02/27/2009 |
| **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)** The exempt restricted stock units (previously reported on Table II) vested in full and were settled for shares of Issuer Common Stock in accordance with the terms of the applicable equity plan. At the effective time of the merger (defined in the Agreement and Plan of Merger dated January 11, 2009, by and among Abbott Laboratories, Rainforest Acquisition Inc. and the Issuer ("Merger Agreement"), such shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive cash payment of $22.00 per share in cash (without interest and subject to any required withholding taxes).

**(2)** Shares withheld in satisfaction of tax obligations attributable to the lapse of restrictions on stock award or in satisfaction of tax withholding attributable to vesting and settlement of restricted stock units.

**(3)** This previously reported exempt stock option, which was to have vested ratably over the first four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 8,205 shares of Abbott Laboratories common stock at an exercise price of $55.77 per share, determined pursuant to a formula set forth in the Merger Agreement.

**(4)** This previously reported exempt stock option, which was to have vested ratably over the first four years from the date of grant, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 3,717 shares of Abbott Laboratories common stock at an exercise price of $55.92 per share, determined pursuant to a formula set forth in the Merger Agreement.

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.