IRIDEX CORP Form 4 July 05, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDERSON ROBERT K

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

IRIDEX CORP [IRIX]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

07/01/2006

X_ Director 10% Owner Other (specify Officer (give title

1212 TERRA BELLA AVENUE

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

Applicable Line)

below)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or

Code

(Instr. 8)

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative **Expiration Date** Security or Exercise Code Securities

(Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired

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Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) (A) (D) Date Exercisable Expiration Title Amount Date or Number of Shares Stock Option Common

A

5,000

08/01/2006(2) 07/01/2013

5,000

Stock

Reporting Owners

\$ 9.79

Right to

Buy (1)

Reporting Owner Name / Address

Director 10% Owner Officer Other

ANDERSON ROBERT K

1212 TERRA BELLA AVENUE X

MOUNTAIN VIEW, CA 94043

07/01/2006

Signatures

s/s Susan Bruce, Attorney-in-Fact for Robert K.
Anderson

07/05/2006

**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) This option was granted pursuant to IRIDEX Corporation's incentive 1998 Stock Plan and is exempt pursuant to Rule 16b-3.
- (2) The shares shall vest ratably over a 12 month period.

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.

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