

ADVANCED MEDICAL OPTICS INC
 Form 3
 December 22, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â DeRisio Richard J.</p> <p>(Last) (First) (Middle)</p> <p>C/O ADVANCED MEDICAL OPTICS, INC.,Â 1700 E. ST. ANDREW PLACE</p> <p>(Street)</p> <p>SANTA ANA,Â CAÂ 92705</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/12/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ADVANCED MEDICAL OPTICS INC [EYE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Corporate Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 0 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 08/27/2017 | Common Stock | 21,000 | \$ 30.15 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 05/29/2018 | Common Stock | 10,860 | \$ 22.94 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 4,500 | \$ 0 | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 3,000 | \$ 0 | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 2,500 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeRisio Richard J. C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705 | Â | Â | Â Corporate Vice President | Â |

Signatures

/s/ Richard J. DeRisio, by Aimee S. Weisner, Attorney in Fact 12/22/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Rule 16b-3 exempt stock option will vest ratably on each of the first four anniversaries of the date of grant, such that the option will be fully vested on August 27, 2011 (provided applicable provisions of such option are complied with).
- (2) This Rule 16b-3 exempt stock option will vest ratably on each of the first four anniversaries of the date of grant, such that the option will be fully vested on May 29, 2012 (provided applicable provisions of such option are complied with).
Provided applicable provisions are complied with, the restrictions on this Rule 16b3-3 exempt grant of restricted stock units will lapse as to 100% of the underlying shares on August 30, 2010, which is the third anniversary of the date of grant; these restricted stock units have no fixed expiration date.
- (3) Provided applicable provisions are complied with, the restrictions on this Rule 16b3-3 exempt grant of restricted stock units will lapse as to 100% of the underlying shares on February 28, 2011, which is the third anniversary of the date of grant; these restricted stock units have no fixed expiration date.
- (4) Provided applicable provisions are complied with, the restrictions on this Rule 16b3-3 exempt grant of restricted stock units will lapse as to 100% of the underlying shares on May 29, 2011, which is the third anniversary of the date of grant; these restricted stock units have no fixed expiration date.
- (5) Provided applicable provisions are complied with, the restrictions on this Rule 16b3-3 exempt grant of restricted stock units will lapse as to 100% of the underlying shares on May 29, 2011, which is the third anniversary of the date of grant; these restricted stock units have no fixed expiration date.

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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