

Subrin Philippe
Form 3
August 19, 2011

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

OMB APPROVAL

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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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Subrin Philippe | | (Month/Day/Year) | STAAR SURGICAL CO [STAA] | |
| (Last) | (First) | (Middle) | 04/15/2011 | |
| 1911 WALKER AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MONROVIA,Â CAÂ 91016 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Vice President, Switzerland Op | |

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 ⁽¹⁾ | 41,500 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|----------------------|-------|------------|--------------|--------|---------|-------------------|---|
| Common Stock Options | Â (2) | 02/26/2014 | Common Stock | 15,000 | \$ 7.86 | D | Â |
| Common Stock Options | Â (2) | 04/06/2015 | Common Stock | 13,334 | \$ 3.95 | D | Â |
| Common Stock Options | Â (2) | 04/01/2017 | Common Stock | 15,000 | \$ 5.39 | D | Â |
| Common Stock Options | Â (2) | 02/13/2018 | Common Stock | 35,000 | \$ 2.3 | D | Â |
| Common Stock Options | Â (3) | 12/14/2020 | Common Stock | 25,000 | \$ 5.68 | D | Â |
| Common Stock Options | Â (4) | 03/14/2021 | Common Stock | 20,000 | \$ 5.49 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Subrin Philippe 1911 WALKER AVENUE MONROVIA, CA 91016 | Â | Â | Â Vice President, Switzerland Op | Â |

Signatures

/s/Charles Kaufman as Attorney-in-Fact for Philippe Subrin

08/19/2011

__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) Includes (i) 4,000 restricted shares of common stock, subject to forfeiture and vesting in a single installment on March 2, 2012, and (ii) 7,500 Performance Accelerated Restricted Shares of Common Stock (PARS), subject to forfeiture and vesting in a single installment on March 15, 2014, but subject to accelerated vesting as to 1/3 of the shares each year pursuant to achievement of certain performance criteria.
- (2) Fully vested and exercisable as of the date of this report.
- (3) 8,333 options will vest on December 15, 2011, 8,333 options will vest on December 15, 2012, and the remaining 8,334 options will vest on December 15, 2013.
- (4) 6,666 options will vest 3/15/12, 6,667 options will vest on 3/15/13, and the remaining 6,667 shares will vest on 3/15/14.

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Remarks:

This Statement on Form 3 lists Mr. Subrin's holdings of STAAR Surgical Company Non-Derivative

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.