

ANDREWS DEBORAH J
Form 4
August 19, 2011

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 *
ANDREWS DEBORAH J

2. Issuer Name and Ticker or Trading Symbol
STAAR SURGICAL CO [STAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1911 WALKER AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Financial Officer

MONROVIA, CA 91016

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/18/2011 | | S | 400 D \$ 6.53 | 53,000 ⁽¹⁾ | D | |
| Common Stock | 08/18/2011 | | S | 500 D \$ 6.54 | 52,500 ⁽¹⁾ | D | |
| Common Stock | 08/18/2011 | | S | 1,500 D \$ 6.55 | 51,000 ⁽¹⁾ | D | |
| Common Stock | 08/18/2011 | | S | 3,800 D \$ 6.56 | 47,200 ⁽¹⁾ | D | |
| Common Stock | 08/18/2011 | | S | 4,200 D \$ 6.57 | 43,000 ⁽¹⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------|-----------------------|---|
| Common Stock | 08/18/2011 | S | 4,900 | D | \$ 6.58 | 38,100 ⁽¹⁾ | D |
| Common Stock | 08/18/2011 | S | 7,000 | D | \$ 6.59 | 31,100 ⁽¹⁾ | D |
| Common Stock | 08/18/2011 | S | 2,900 | D | \$ 6.6 | 28,200 ⁽¹⁾ | D |
| Common Stock | 08/18/2011 | S | 1,000 | D | \$ 6.61 | 27,200 ⁽¹⁾ | D |
| Common Stock | 08/18/2011 | S | 800 | D | \$ 6.62 | 26,400 ⁽¹⁾ | D |
| Common Stock | 08/18/2011 | S | 800 | D | \$ 6.63 | 25,600 ⁽¹⁾ | D |
| Common Stock | 08/18/2011 | S | 2,000 | D | \$ 6.64 | 23,600 ⁽¹⁾ | D |
| Common Stock | 08/18/2011 | S | 200 | D | \$ 6.65 | 23,400 ⁽¹⁾ | D |

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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|--|--|--|--|--|------------------|-----------------|-------|----------------------------|
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

ANDREWS DEBORAH J
1911 WALKER AVENUE
MONROVIA, CA 91016

VP & Chief Financial Officer

Signatures

/s/ Deborah J.

08/19/2011

Andrews

**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).

Includes (i) 4,000 restricted shares of common stock, subject to forfeiture and vesting in a single installment on March 2, 2012, and (ii)

(1) 7,500 Performance Accelerated Restricted Shares of Common Stock, 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.

Remarks:

This Statement on Form 4 reports the sale by Ms. Andrews of an aggregate of 30,000 shares of STAAR Surgical Company common stock.

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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