

ARONSON SHEREE L  
Form 4  
February 27, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
ARONSON SHEREE L

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Corporate Vice President

(Last) (First) (Middle)

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

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

SANTA ANA, CA 92705

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 Indirect Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/25/2009		U	1,806.1828 (1) D \$ 22	1,116.0858 (2)	D	
Common Stock	02/26/2009		D	116.0858 (3) D \$ 22	1,000	D	
Common Stock	02/25/2009		F	358 (4) D \$ 22.01	642	D	
Common Stock	02/26/2009		D	642 (3) D \$ 22	0	D	
	02/25/2009		A	1,200 (5) A \$ 0	1,200	D	

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Common Stock							
Common Stock	02/25/2009	F	429 <sup>(4)</sup>	D	\$ 22.01	771	D
Common Stock	02/26/2009	D	771 <sup>(5)</sup>	D	\$ 22	0	D
Common Stock	02/25/2009	A	1,000 <sup>(5)</sup>	A	\$ 0	1,000	D
Common Stock	02/25/2009	F	358 <sup>(4)</sup>	D	\$ 22.01	642	D
Common Stock	02/26/2009	D	642 <sup>(5)</sup>	D	\$ 22	0	D
Common Stock	02/25/2009	A	1,400 <sup>(5)</sup>	A	\$ 0	1,400	D
Common Stock	02/25/2009	F	501 <sup>(4)</sup>	D	\$ 22.01	899	D
Common Stock	02/26/2009	D	899 <sup>(5)</sup>	D	\$ 22	0	D
Common Stock	02/25/2009	A	1,780 <sup>(5)</sup>	A	\$ 0	1,780	D
Common Stock	02/25/2009	F	637 <sup>(4)</sup>	D	\$ 22.01	1,143	D
Common Stock	02/26/2009	D	1,143 <sup>(5)</sup>	D	\$ 22	0	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares



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- (4) 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.

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, 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).

- (6) This previously reported exempt stock option, which had vested as to 100% of the underlying shares in accordance with its terms, will be exchanged for a fully vested stock option issued by Abbott Laboratories to purchase 10,257 shares of Abbott Laboratories common stock at an exercise price of \$82.19 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (7) This previously reported exempt stock option, which had vested as to 100% of the underlying shares in accordance with its terms, 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 \$93.11 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (8) 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 4,513 shares of Abbott Laboratories common stock at an exercise price of \$103.71 per share, determined pursuant to a formula set forth in the Merger Agreement.

- (9) 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 7,377 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.