

Hughes Robin
Form 4
March 06, 2012

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 *
Hughes Robin

(Last) (First) (Middle)
1911 WALKER AVE
(Street)

MONROVIA, CA 91016

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/02/2012		S	100	D \$ 10.94	57,900 ⁽¹⁾	D
Common Stock	03/02/2012		S	100	D \$ 10.95	57,800 ⁽¹⁾	D
Common Stock	03/02/2012		S	100	D \$ 10.98	57,700 ⁽¹⁾	D
Common Stock	03/02/2012		S	200	D \$ 10.99	57,500 ⁽¹⁾	D
Common Stock	03/02/2012		S	600	D \$ 11	56,900 ⁽¹⁾	D

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Common Stock	03/02/2012	S	100	D	\$ 11.01	56,800 <u>(1)</u>	D
Common Stock	03/02/2012	S	100	D	\$ 11.02	56,700 <u>(1)</u>	D
Common Stock	03/02/2012	S	100	D	\$ 11.03	56,600 <u>(1)</u>	D
Common Stock	03/02/2012	S	100	D	\$ 11.04	56,500 <u>(1)</u>	D
Common Stock	03/02/2012	S	100	D	\$ 11.05	56,400 <u>(1)</u>	D
Common Stock	03/02/2012	S	100	D	\$ 11.06	56,300 <u>(1)</u>	D
Common Stock	03/02/2012	S	100	D	\$ 11.1	56,200 <u>(1)</u>	D
Common Stock	03/02/2012	S	100	D	\$ 11.1236	56,100 <u>(1)</u>	D
Common Stock	03/02/2012	S	100	D	\$ 11.14	56,000 <u>(1)</u> <u>(2)</u>	D

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

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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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hughes Robin 1911 WALKER AVE MONROVIA, CA 91016			Vice President, Marketing	

Signatures

/s/ Charles Kaufman as Attorney-in-Fact for Robin Hughes
03/06/2012

__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) Includes 7,500 Performance Accelerated Restricted Shares (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) Following the reported transactions Mr. Hughes' total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 132,665 shares of Common Stock, which includes 76,665 stock options that have vested or will vest within 60 days of this report and 7,500 PARS. As of the completion of the reported transactions Mr. Hughes also held 33,335 unvested stock options.

Remarks:

This Statement on Form 4 reports Mr. Hughes' sale of 2,000 shares of STAAR Common Stock on March 2, 2012 pursuant to a

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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