DUFFY DONALD Form 4 May 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DUFFY DONALD			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)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
1911 WALKER AVENUE			05/14/2012	Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MONROVIA, CA 91016			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	anired. Disposed of, or Beneficially Owner		

(City)	(State) (2	Table	I - Non-Do	erivative Se	curities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. SecuritionAcquired (5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(, , , , , , , , , , , , , , , , , , ,	any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(A)	Reported		
					or	Transaction(s)		
			Code V	Amount	(D) Price	(Instr. 3 and 4)		
Common Stock	05/14/2012		A	3,000	$A = \begin{cases} \$ \ 0 \\ \frac{(2)}{} \end{cases}$	57,000	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date		4.	5. Number of	6. Date Exercisab	le and	7. Title and A	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onDerivative	Expiration Date		Underlying S	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Common Stock Options	\$ 10.31	05/14/2012		A	15,000	05/14/2013(1)	05/13/2022	Common Stock	15,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
DUFFY DONALD 1911 WALKER AVENUE MONROVIA, CA 91016	X					

Signatures

/s/Samuel Gesten as attorney-in-fact for Donald 05/15/2012 Duffy Date

**Signature of Reporting Person

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).
- These 15000 option vest in full on May 14, 2013, with vesting generally to accelerate in the event the grantee's service as director ends **(1)** prior to that date.
- These 3000 restricted shares vest in full on May 14, 2013, with vesting generally to accelerate in the event the grantee's service as **(2)** director ends prior to that date.

Remarks:

On May 14, 2012, STAAR granted each non-employee director an option to purchase 15,000 shares of common stock and also 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.

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