STAAR SURGICAL CO

Form 4 April 07, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

may continue. See Instruction

1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Gesten Samuel J

2. Issuer Name and Ticker or Trading Symbol

STAAR SURGICAL CO [STAA]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(State)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner

1911 WALKER AVENUE 04/06/2015

(Zip)

below)

X_ Officer (give title Other (specify VP, General Counsel

(Check all applicable)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

X 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

MONROVIA, CA 91016

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Indirect (I) Following (Instr. 4) Reported (Instr. 4) Transaction(s)

D

(A) Code V Amount (D) Price

\$

Common 04/06/2015 Stock

S 7.1407 3,223 D (1)

 $22,485 \stackrel{(2)}{=}$

(Instr. 3 and 4)

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivative			Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired	cquired					Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Exercisable Date	Expiration Date	or Title Nu			
									oi Number		
				Code V	(A) (D)						
				Code V	(A) (D)				of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gesten Samuel J 1911 WALKER AVENUE MONROVIA, CA 91016

VP, General Counsel

Signatures

Samuel J. 04/07/2015 Gesten

**Signature of Date
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).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.140 to \$7.145 inclusive.
- Includes 7,500 Performance Accelerated Restricted Shares of Common Stock (PARS), subject to forfeiture rights, which lapse on March 4, 2016. Also includes 5,500 Restricted Shares of Common Stock (RSU), subject to forfeiture rights, which lapse as to half of the shares (2750 shares) on March 7, 2016 and lapse as to the other half of the shares (2750 shares) on March 7, 2017.

Remarks:

This Form 4 reflects the sale by Mr. Gesten of currently held Common Stock of the Company pursuant to 'sell to cover' instruction. 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.

Reporting Owners 2