

SOLA INTERNATIONAL INC

Form 4

February 08, 2005

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROSS DAVID

(Last) (First) (Middle)

C/O SOLA INTERNATIONAL
INC., 10590 W. OCEAN AIR DR
STE. 300

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SOLA INTERNATIONAL INC
[SOL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP/Managing Dir, Asia Pacific

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

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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/04/2005		M		9,270	A	\$ 16.5
Common Stock	02/04/2005		S		9,270	D	\$ 27.669

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

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(9-02)

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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock <u>(1)</u> <u>(2)</u>	\$ 16.5	02/04/2005		M		9,270		<u>(3)</u>	02/23/2005	Common Stock	9,270
Common Stock <u>(1)</u> <u>(2)</u>	\$ 30.13							<u>(4)</u>	08/19/2007	Common Stock	2,000
Common Stock <u>(1)</u> <u>(2)</u>	\$ 27.125							<u>(5)</u>	08/14/2008	Common Stock	2,000
Common Stock <u>(1)</u> <u>(2)</u>	\$ 4.75							<u>(6)</u>	06/01/2010	Common Stock	4,000
Common Stock <u>(1)</u> <u>(2)</u>	\$ 4.625							<u>(7)</u>	11/16/2010	Common Stock	2,000
Common Stock <u>(1)</u> <u>(2)</u>	\$ 13							<u>(8)</u>	12/31/2012	Common Stock	10,000
Common Stock <u>(1)</u> <u>(2)</u>	\$ 23.1							<u>(9)</u>	02/25/2014	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROSS DAVID C/O SOLA INTERNATIONAL INC. 10590 W. OCEAN AIR DR STE. 300 SAN DIEGO, CA 92130			VP/Managing Dir, Asia Pacific	

Signatures

/s/ Ronald F. Dutt
Attorney-in-Fact

02/08/2005

__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) (1) Acquired pursuant to the Sola International option plan - right to buy

(2) (2) Previously reported

(3) Vests in five annual installments of 1,854 shares on February 23, 1995, 1996, 1997, 1998 and 1999

(4) Vests in five annual installments of 400 shares on August 19, 1997, 1998, 1999, 2000, 2001

(5) Vests in five annual installments of 400 shares on August 14, 1998, 1999, 2000, 2001 and 2002

(6) Vests in five annual installments of 800 shares on June 1, 2000, 2001, 2002, 2003 and 2004

(7) Vests in five annual installments of 1,000 shares on November 16, 2000, 2001, 2002, 2003 and 2004

(8) Vests in five annual installments of 2,000 shares on December 31, 2002, 2003, 2004, 2005 and 2006

(9) Vests 7,000 shares on February 25, 2004 and then on 2 annual installments of 14,000 shares on February 25, 2005 and 2006

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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