NEFF DEBORAH J

Form 4 May 23, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

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 *

2. Issuer Name and Ticker or Trading

Issuer

NEFF DEBORAH J ADVANCED MEDICAL OPTICS

Symbol

INC [EYE]

05/22/2007

(Month/Day/Year)

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O ADVANCED MEDICAL OPTICS, INC., 1700 E. ST.

ANDREW PLACE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA ANA, CA 92705

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4)

(Instr. 4)

Reported

(A) Transaction(s) (Instr. 3 and 4)

8,933

Common Stock

Code V Amount (D) Price

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 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. Transacti Code (Instr. 8)	5. Number on 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
Restricted Stock Units	(1)	05/22/2007		A	1,166	<u>(1)</u>	05/22/2017	Common Stock	1,166
Restricted Stock Units	<u>(2)</u>	05/22/2007		A	3,650	(2)	05/22/2017	Common Stock	3,650

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NEFF DEBORAH J C/O ADVANCED MEDICAL OPTICS, INC. 700 E. ST. ANDREW PLACE SANTA ANA, CA 92705	X					

Signatures

Deborah J. Neff by Aimee S. Weisner, Attorney in Fact 05/23/2007

**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).

Exempt grant of restricted stock units issued to the reporting person under the issuer's 2005 Incentive Compensation Plan in exchange for the reporting person's 2007 election to forego her annual retainer for service on the issuer's Board of Directors, computed on the basis of

- (1) the closing price of the issuer's common stock on May 22, 2007. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The restricted stock units will vest as to 100% of the units on the date of the Issuer's 2008 Annual Meeting of Stockholders, provided that certain conditions are met.
- Exempt grant of restricted stock units issued to the reporting person under the Issuer's 2005 Incentive Compensation Plan. Each restricted (2) stock unit represents a contingent right to receive one share of the Issuer's common stock. The restricted stock units will vest as to 100% of the shares on the date of the Issuer's 2010 Annual Meeting of Stockholders, provided that certain conditions are met.

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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