

STAAR SURGICAL CO
Form 4/A
August 19, 2013

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 *
ANDREWS DEBORAH J

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)
1911 WALKER AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2013

____ Director
 Officer (give title below) _____ 10% Owner
 Other (specify below)
Vice President / Chief Financial Officer

MONROVIA, CA 91016

4. If Amendment, Date Original Filed (Month/Day/Year)
08/08/2013

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	08/08/2013		S		5,836	D		\$ 11.6286	36,400 ⁽¹⁾	D	
								⁽²⁾			
Common Stock	08/09/2013		S		2,443	D		\$ 11.6	36,400 ⁽¹⁾	D	
Common Stock	08/12/2013		S		800	D		\$ 11.6575	36,400 ⁽¹⁾	D	
								⁽³⁾			
Common Stock	08/08/2013		M		5,836	A		\$ 7.86	42,236	D	
	08/09/2013		M		2,443	A		\$ 7.86	38,843	D	

Common
Stock

Common Stock 08/12/2013 M 800 A \$ 3.95 37,200 D

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

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(9-02)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option	\$ 7.86	08/08/2013		M	5,836	02/27/2007 02/26/2014	Common Stock	5,836	
Common Stock Option	\$ 7.86	08/09/2013		M	2,443	02/27/2007 02/26/2014	Common Stock	2,443	
Common Stock Option	\$ 3.95	08/12/2013		M	800	04/07/2008 04/06/2015	Common Stock	800	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS DEBORAH J 1911 WALKER AVENUE MONROVIA, CA 91016			Vice President	Chief Financial Officer

Signatures

/s/Samuel Gesten as Attorney-in-Fact for Deborah
Andrews

08/19/2013

__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 22,500 PARS.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.60 to \$11.70, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.65 to \$11.67, inclusive.

Remarks:

This amended Form 4 reflects the exercise and sale on August 8, 2013 and August 9, 2013 of 8279 options to expire in February 2014.

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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