

VISX INC
Form 4
November 12, 2004

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 *
BERTOCCI DEREK A

(Last) (First) (Middle)
3400 CENTRAL EXPRESSWAY
(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISX INC [EYE]

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/09/2004		M	3,319	A \$ 5.3438	31,818	D
Common Stock	11/09/2004		M	1,564	A \$ 5.6563	33,382	D
Common Stock	11/09/2004		M	117	A \$ 8.03	33,499	D
Common Stock	11/09/2004		S ⁽¹⁾	5,000	D \$ 18	28,499	D

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.3438	11/09/2004		M	3,319	⁽²⁾ 02/06/2007	Common Stock	3,319
Stock Option (Right to Buy)	\$ 5.6563	11/09/2004		M	1,564	⁽³⁾ 02/11/2008	Common Stock	1,564
Stock Option (Right to Buy)	\$ 8.03	11/09/2004		M	117	⁽⁴⁾ 03/03/2013	Common Stock	117

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERTOCCI DEREK A 3400 CENTRAL EXPRESSWAY SANTA CLARA, CA 95051			Senior Vice President & CFO	

Signatures

Derek A. Bertocci 11/11/2004

**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 16, 2004.
Stock option granted under the VISX, Incorporated 1995 Stock Plan, which is a Rule 16b-3 plan. The Reporting Person exercised 3,319 shares of the 20,000 shares which were granted on February 6, 1997. This option is exercisable upon vesting, and 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48th of the shares subject to the option vest at the end of each full month thereafter for 36 months.
- (2) Stock option granted under the VISX, Incorporated 1995 Stock Plan, which is a Rule 16b-3 plan. The Reporting Person exercised 1,564 shares of the 26,696 shares which were granted on February 11, 1998. This option is exercisable upon vesting, and 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48th of the shares subject to the option vest at the end of each full month thereafter for 36 months.
- (3) Stock option granted under the VISX, Incorporated 2000 Stock Plan, as amended, which is a Rule 16b-3 plan. The Reporting Person exercised 117 shares of the 25,780 shares which were granted on March 3, 2003. This option is exercisable upon vesting, and 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48th of the shares subject to the option vest at the end of each full month thereafter for 36 months.
- (4)

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.