

VISX INC
Form 4
June 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
RUNKEL JOHN F JR

(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)
05/27/2005

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 VP, Bus. Dev. & GC

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 05/27/2005 | | D | 3,595 D | 0 | D | |

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

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SEC 1474 (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 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 | |
| Stock Option (Right to Buy) | \$ 13.75 | 05/27/2005 | | D | 3,674 | <u>(2)</u> | 01/29/2011 | Common Stock | 3,674 |
| Stock Option (Right to Buy) | \$ 13.75 | 05/27/2005 | | D | 2,357 | <u>(3)</u> | 01/29/2011 | Common Stock | 2,357 |
| Stock Option (Right to Buy) | \$ 15.14 | 05/27/2005 | | D | 6,719 | <u>(4)</u> | 02/12/2012 | Common Stock | 6,719 |
| Stock Option (Right to Buy) | \$ 15.14 | 05/27/2005 | | D | 19,312 | <u>(5)</u> | 02/12/2012 | Common Stock | 19,312 |
| Stock Option (Right to Buy) | \$ 8.03 | 05/27/2005 | | D | 11,720 | <u>(6)</u> | 03/03/2013 | Common Stock | 11,720 |
| Stock Option (Right to Buy) | \$ 8.03 | 05/27/2005 | | D | 11,718 | <u>(7)</u> | 03/03/2013 | Common Stock | 11,718 |
| Stock Option (Right to Buy) | \$ 19.73 | 05/27/2005 | | D | 5,970 | <u>(8)</u> | 02/11/2014 | Common Stock | 5,970 |
| Stock Option (Right to Buy) | \$ 19.73 | 05/27/2005 | | D | 31,530 | <u>(9)</u> | 02/11/2014 | Common Stock | 31,530 |
| Stock Option (Right to Buy) | \$ 19.85 | 05/27/2005 | | D | 3,484 | <u>(10)</u> | 08/19/2014 | Common Stock | 3,484 |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|--------|-------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 19.85 | 05/27/2005 | D | 31,516 | <u>(11)</u> | 08/16/2014 | Common Stock | 31,516 |
|--------------------------------------|----------|------------|---|--------|-------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUNKEL JOHN F JR 3400 CENTRAL EXPRESSWAY SANTA CLARA, CA 95051 | | | Senior VP, Bus. Dev. & GC | |

Signatures

John F. Runkel,
Jr. 06/01/2005

__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) Disposed of pursuant to merger agreement between issuer and Advanced Medical Optics, Inc. in exchange for 1,984 shares of Advanced Medical Optics, Inc. common stock on the effective date of the merger.

This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of January 29, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 2,359 shares of Advanced Medical Optics, Inc. common stock for \$21.42 per share.
- (2) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of January 29, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 1,513 shares of Advanced Medical Optics, Inc. common stock for \$21.43 per share.
- (3) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 4,315 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (4) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 12,403 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (5) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,527 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (6) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,525 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (7) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004,
- (8)

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was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,834 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.

- (9) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 20,250 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.

- (10) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of August 19, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 2,237 shares of Advanced Medical Optics, Inc. common stock for \$30.92 per share.

- (11) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of August 19, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 20,241 shares of Advanced Medical Optics, Inc. common stock for \$30.91 per share.

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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