

1 800 CONTACTS INC
Form 3
November 06, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Johnson Frank L		(Month/Day/Year)	1 800 CONTACTS INC [CTAC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1270 AVENUE OF THE AMERICAS, SUITE 2200		10/26/2006	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
NEW YORK, NY 10020			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	1,678,335	I	See footnotes (1) and (2)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Frank L 1270 AVENUE OF THE AMERICAS, SUITE 2200 NEW YORK, NY 10020	X	X		
LAGRANGE CAPITAL PARTNERS OFFSHORE FUND LTD 1270 AVENUE OF THE AMERICAS, SUITE 2200 NEW YORK, NY 10020		X		
LaGrange Capital Administration, L.L.C. 1270 AVENUE OF THE AMERICAS SUITE 2200 NEW YORK, NY 10020		X		
LaGrange Capital Partners LP 1270 AVENUE OF THE AMERICAS, SUITE 2200 NEW YORK, NY 10020		X		

Signatures

/s/ SARA BELLER,
Attorney-in-Fact 11/06/2006

Signature of Reporting Person Date

/s/ SARA BELLER,
Attorney-in-Fact 11/06/2006

Signature of Reporting Person Date

/s/ SARA BELLER,
Attorney-in-Fact 11/06/2006

Signature of Reporting Person Date

/s/ SARA BELLER,
Attorney-in-Fact 11/06/2006

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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Remarks:

(1) LaGrange Capital Partners, L.P. ("LaGrange Capital") directly beneficially owns 1,334,290 shares of
 (2) Mr. Johnson is the sole member of LaGrange Capital Management, L.L.C., the General Partner

EXHIBIT LIST

Exhibits 24 - Powers of Attorney

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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.