

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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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 *
DEBUONO LAUREEN

(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)

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) | Code | V | Amount | (D) | Price |

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

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.

SEC 1474
(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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------------|----------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V (A) (D) | | | | |
| Stock Option (Right to Buy) | \$ 9.6 | 05/27/2005 | D | 40,000 | (1) | 03/17/2013 | Common Stock | 40,000 |
| Phantom Stock (Right to Acquire) | (2) | 05/27/2005 | D | 880 | (3) | (3) | Common Stock | 880 |
| Stock Option (Right to Buy) | \$ 22.84 | 05/27/2005 | D | 10,000 | (4) | 05/13/2014 | Common Stock | 10,000 |
| Phantom Stock (Right to Acquire) | (2) | 05/27/2005 | D | 657 | (5) | (5) | Common Stock | 657 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DEBUONO LAUREEN 3400 CENTRAL EXPRESSWAY SANTA CLARA, CA 95051 | | | X | |

Signatures

Laureen De Buono 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) 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 17, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 25,690 shares of Advanced Medical Optics, Inc. common stock for \$14.95 per share.
- (2) The phantom stock was credited to the Reporting Person's account under the 1995 Director Option and Stock Deferral Plan and upon exercise will be settled in common stock on a 1-for-1 basis.

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(3) This right, which becomes payable in common stock following the Reporting Person's termination of service as a director, in accordance with the deferral election made by the Reporting Person pursuant to the 1995 Director Option and Stock Deferral Plan, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with 565 shares of Advanced Medical Optics, Inc. common stock for \$26.58 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 May 13, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 6,422 shares of Advanced Medical Optics, Inc. common stock for \$35.57 per share.

(5) This right, which becomes payable in common stock following the Reporting Person's termination of service as a director, in accordance with the deferral election made by the Reporting Person pursuant to the 1995 Director Option and Stock Deferral Plan, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with 421 shares of Advanced Medical Optics, Inc. common stock for \$35.65 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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