

ADVANCED MEDICAL OPTICS INC
 Form 5
 February 08, 2007

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MEZA FRANCINE D

(Last) (First) (Middle)

C/O ADVANCED MEDICAL OPTICS, INC., 1700 E. ST. ANDREW PLACE

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ADVANCED MEDICAL OPTICS INC [EYE]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

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)
 Sr. V.P. - Human Resources

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----|-------|--|--|---|
| | | | | (A) | or | Price | | | |
| | | | | Amount | (D) | | | | |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 4,181.2873 (1) | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,106 (1) | I | By Family Trust |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 686.9489 | I | By 401(k) Trust (as of 12/31/06) |

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (Right to Buy) | \$ 45.26 | 06/30/2006 | Â | G(2) | Â | 18,400 | Â (2) | 05/24/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 45.26 | 06/30/2006 | Â | G(2) | Â | 18,400 | Â (2) | 05/24/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MEZA FRANCINE D C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705 | Â | Â | Â Sr. V.P. - Human Resources | Â |

Signatures

Francine D. Meza, by Aimee S. Weisner,
Attorney-in-Fact

02/07/2007

**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).

The reporting person has acquired an aggregate of 4055.2875 shares under the Advanced Medical Optics, Inc. Employee Stock Purchase

(1) Plan through December 31, 2006. Of this aggregate amount, 2106 shares are held in the reporting person's family trust, and the balance are held by the reporting person directly.

(2)

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On June 30, 2006, the reporting person transferred to her family trust an employee stock option that had been granted on May 24, 2006. As indicated in the Form 4 filed to report this Rule 16b3 exempt stock option, the option will vest ratably on each of the first four anniversaries of the date of grant, such that the option will be fully vested on May 24, 2010 (provided applicable provisions of such option are complied with). Prior to 2006, the reporting person had transferred to her family trust all other outstanding exempt employee stock options that had been granted by the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.