

ANDREWS DEBORAH J

Form 4

August 19, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDREWS DEBORAH J

(Last) (First) (Middle)

1911 WALKER AVENUE

(Street)

MONROVIA, CA 91016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STAAR SURGICAL CO [STAA]

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

08/18/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

VP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/18/2011		S		400	D \$ 6.53	53,000 ⁽¹⁾ D
Common Stock	08/18/2011		S		500	D \$ 6.54	52,500 ⁽¹⁾ D
Common Stock	08/18/2011		S		1,500	D \$ 6.55	51,000 ⁽¹⁾ D
Common Stock	08/18/2011		S		3,800	D \$ 6.56	47,200 ⁽¹⁾ D
Common Stock	08/18/2011		S		4,200	D \$ 6.57	43,000 ⁽¹⁾ D

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Common Stock	08/18/2011	S	4,900	D	\$ 6.58	38,100 ⁽¹⁾	D
Common Stock	08/18/2011	S	7,000	D	\$ 6.59	31,100 ⁽¹⁾	D
Common Stock	08/18/2011	S	2,900	D	\$ 6.6	28,200 ⁽¹⁾	D
Common Stock	08/18/2011	S	1,000	D	\$ 6.61	27,200 ⁽¹⁾	D
Common Stock	08/18/2011	S	800	D	\$ 6.62	26,400 ⁽¹⁾	D
Common Stock	08/18/2011	S	800	D	\$ 6.63	25,600 ⁽¹⁾	D
Common Stock	08/18/2011	S	2,000	D	\$ 6.64	23,600 ⁽¹⁾	D
Common Stock	08/18/2011	S	200	D	\$ 6.65	23,400 ⁽¹⁾	D

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

ANDREWS DEBORAH J
1911 WALKER AVENUE
MONROVIA, CA 91016

VP & Chief Financial Officer

Signatures

/s/ Deborah J.

08/19/2011

Andrews

__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).

Includes (i) 4,000 restricted shares of common stock, subject to forfeiture and vesting in a single installment on March 2, 2012, and (ii)

- (1) 7,500 Performance Accelerated Restricted Shares of Common Stock, subject to forfeiture and vesting in a single installment on March 15, 2014, but subject to accelerated vesting as to 1/3 of the shares each year pursuant to achievement of certain performance criteria.

Remarks:

This Statement on Form 4 reports the sale by Ms. Andrews of an aggregate of 30,000 shares of STAAR Surgical Company common stock.

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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