

Hughes Robin
Form 4
November 03, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hughes Robin

(Last) (First) (Middle)

1911 WALKER AVE

(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)

11/02/2011

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)

Vice President, Marketing

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	11/02/2011		S		1,100	D \$ 9.08	76,900 ⁽¹⁾ D
Common Stock	11/02/2011		S		100	D \$ 9.0802	76,800 ⁽¹⁾ D
Common Stock	11/02/2011		S		100	D \$ 9.085	76,700 ⁽¹⁾ D
Common Stock	11/02/2011		S		3,100	D \$ 9.09	73,600 ⁽¹⁾ D
Common Stock	11/02/2011		S		200	D \$ 9.0975	73,400 ⁽¹⁾ D

Edgar Filing: Hughes Robin - Form 4

Common Stock	11/02/2011	S	829	D	\$ 9.1	72,571 ⁽¹⁾	D
Common Stock	11/02/2011	S	500	D	\$ 9.11	72,071 ⁽¹⁾	D
Common Stock	11/02/2011	S	1,200	D	\$ 9.1101	70,871 ⁽¹⁾	D
Common Stock	11/02/2011	S	100	D	\$ 9.115	70,771 ⁽¹⁾	D
Common Stock	11/02/2011	S	3,700	D	\$ 9.12	67,071 ⁽¹⁾	D
Common Stock	11/02/2011	S	900	D	\$ 9.13	66,171 ⁽¹⁾	D
Common Stock	11/02/2011	S	200	D	\$ 9.135	65,971 ⁽¹⁾	D
Common Stock	11/02/2011	S	2,500	D	\$ 9.14	63,471 ⁽¹⁾	D
Common Stock	11/02/2011	S	800	D	\$ 9.15	62,671 ⁽¹⁾	D
Common Stock	11/02/2011	S	500	D	\$ 9.1501	62,171 ⁽¹⁾	D
Common Stock	11/02/2011	S	3,102	D	\$ 9.16	59,069 ⁽¹⁾	D
Common Stock	11/02/2011	S	269	D	\$ 9.1601	58,800 ⁽¹⁾	D
Common Stock	11/02/2011	S	100	D	\$ 9.1603	58,700 ⁽¹⁾	D
Common Stock	11/02/2011	S	200	D	\$ 9.165	58,500 ⁽¹⁾	D
Common Stock	11/02/2011	S	500	D	\$ 9.17	58,000 ⁽¹⁾	D

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
---	--	---	---	--------------------------------------	-------------------------------	--	---	---	---

Edgar Filing: Hughes Robin - Form 4

Derivative Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Owned
Follow
Repo
Trans
(Instr

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
----------	-----------	---------	-------

Hughes Robin
1911 WALKER AVE
MONROVIA, CA 91016

Vice President, Marketing

Signatures

/s/ Charles Kaufman as Attorney-in-Fact for Robin Hughes

11/03/2011

**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) Following the reported transactions Mr. Hughes' total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 135,499 shares of Common Stock, which includes 69,999 stock options that have vested or will vest within 60 days of this report, 5,000 Restricted Shares and 7,500 Performance Accelerated Restricted Shares ("PARS") (Restricted Shares and PARS are subject to forfeiture). Mr. Hughes also holds 40,001 unvested stock options.

Remarks:

This Statement on Form 4 reports Mr. Hughes' sale of 20,000 shares of STAAR Surgical Company Common Stock on Novem

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.