

IRIDEX CORP
Form 4
October 25, 2007

FORM 4

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

OMB APPROVAL

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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 *
BlueLine Partners, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
IRIDEX CORP [IRIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
402 RAILROAD AVENUE, SUITE 201

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2007

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

DANVILLE, CA 94526

(City) (State) (Zip)

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)
			Code	V Amount (A) or (D) Price			
Common Stock	10/24/2007		X	360,000 A \$ 0.01	2,328,002	D ⁽¹⁾	
Common Stock	10/24/2007		X	60,000 A \$ 0.01	2,328,002	D ⁽²⁾	
Common Stock	10/24/2007		X	180,000 A \$ 0.01	2,328,002	D ⁽³⁾	

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

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SEC 1474 (9-02)

number.

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	
Warrant	\$ 0.01	10/24/2007		X	V	(A) 360,000	(D)	08/31/2007 12/31/2007	Common Stock 360,000
Warrant	\$ 0.01	10/24/2007		X	V	(A) 60,000	(D)	08/31/2007 12/31/2007	Common Stock 60,000
Warrant	\$ 0.01	10/24/2007		X	V	(A) 180,000	(D)	08/31/2007 12/31/2007	Common Stock 180,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BlueLine Partners, L.L.C. 402 RAILROAD AVENUE SUITE 201 DANVILLE, CA 94526		X		
BlueLine Capital Partners, L.P. 402 RAILROAD AVENUE SUITE 201 DANVILLE, CA 94526		X		
BlueLine Catalyst Fund VIII, L.P. 402 RAILROAD AVENUE SUITE 201 DANVILLE, CA 94526		X		
BlueLine Partners II, LLC 402 RAILROAD AVENUE SUITE 201 DANVILLE, CA 94526		X		
BlueLine Capital Partners III, LP 402 RAILROAD AVENUE SUITE 201 DANVILLE, CA 94526		X		

Signatures

/s/ Scott A.Shuda, by power of attorney for all reporting persons

10/24/2007

__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).

(1) These securities are owned by BlueLine Capital Partners, L.P., who is a member of a "group" with BlueLine Capital Partners II, L.P., BlueLine Capital Partners III, L.P, BlueLine Catalyst Fund VIII, L.P., BlueLine Partners, L.L.C, and BlueLine Partners II, L.L.C. BlueLine Partners, L.L.C. is the sole general partner of BlueLine Capital Partners, L.P. These securities reflect the warrants granted to BlueLine Capital Partners, L.P. on August 31, 2007 as described in Amendment No. 3 (as defined below).

(2) These securities are owned by BlueLine Capital Partners II, L.P., who is a member of the "group" described in footnote #1 above. BlueLine Partners, L.L.C. is the sole general partner of BlueLine Capital Partners II, L.P. These securities reflect the warrants granted to BlueLine Capital Partners II, L.P. on August 31, 2007 as described in Amendment No. 3 (as defined below).

(3) These securities are owned by BlueLine Capital Partners III, L.P., who is a member of the "group" described in footnote #1 above. BlueLine Partners II, L.L.C. is the sole general partner of BlueLine Capital Partners III, L.P. These securities reflect the warrants granted to BlueLine Capital Partners III, L.P. on August 31, 2007 as described in Amendment No. 3 (as defined below).

Remarks:

The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any Reporting Person is the beneficial owner of any Common Stock covered by this statement.

As described in Amendment No. 3 to Schedule 13D ("Amendment No. 3") filed on September 11, 2007 with respect to the Common Stock owned by BlueLine Capital Partners, L.P., BlueLine Capital Partners II, L.P., BlueLine Capital Partners III, L.P., Catalyst Fund VII, L.P. BlueLine Partners, L.L.C. and BlueLine Partners II, L.L.C., as of the date of Amendment No. 3, the Reporting Entities may have been deemed to be a "group" under Section 13(d) of the Securities Exchange Act and according each Reporting Person may have been deemed to have beneficial ownership of 10% or more of the 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. 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.