

STAAR SURGICAL CO
Form 4
March 17, 2014

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 *
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)
03/13/2014

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, R&D

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/13/2014		S		2,840	D	\$ 14.9113 (1) (2)
Common Stock	03/17/2014		S		2,832	D	\$ 18.3121 (4) (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)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hughes Robin 1911 WALKER AVE MONROVIA, CA 91016			Vice President, R&D	

Signatures

/s/Samuel Gesten as Attorney-in-Fact for Robin Hughes
03/17/2014

__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) Includes 22,500 Performance Accelerated Restricted Shares of Common Stock (PARS), subject to forfeiture rights, which lapse as to 7500 shares on March 15, 2014, and lapses as to another 7500 shares on March 2, 2015, and lapses as to another 7500 shares on March 4, 2016. Also includes 7,000 Restricted Shares of Common Stock (RSU), subject to forfeiture rights, which lapse as to half of the shares (3500 shares) on March 7, 2016 and half of the shares (3500 shares) on March 7, 2017.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.73 to \$15.15, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.85 to \$18.78, inclusive.
- (4) Includes 15,000 Performance Accelerated Restricted Shares of Common Stock (PARS), subject to forfeiture rights, which lapse as to 7500 shares on March 15, 2014, and lapses as to another 7500 shares on March 2, 2015, and lapses as to another 7500 shares on March 4, 2016. Also includes 7,000 Restricted Shares of Common Stock (RSU), subject to forfeiture rights, which lapse as to half of the shares (3500 shares) on March 7, 2016 and half of the shares (3500 shares) on March 7, 2017.

Remarks:

This Form 4 reflects the sale by Mr. Hughes of currently held Common Stock of the Company pursuant to 'sell to cover' instru

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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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