

VISX INC
Form 4
June 01, 2005

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 *
DAVILA ELIZABETH H

(Last) (First) (Middle)
3400 CENTRAL EXPRESSWAY
(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISX INC [EYE]

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2005

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)
Chief Executive Officer

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	05/27/2005		D		31,145	D	0

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.6875	05/27/2005		D	12,390	<u>(2)</u>	05/23/2006	Common Stock	12,390
Stock Option (Right to Buy)	\$ 8.6875	05/27/2005		D	32,717	<u>(3)</u>	05/23/2006	Common Stock	32,717
Stock Option (Right to Buy)	\$ 30.5	05/27/2005		D	180,000	<u>(4)</u>	02/25/2009	Common Stock	180,000
Stock Option (Right to Buy)	\$ 25.8125	05/27/2005		D	9,795	<u>(5)</u>	02/17/2010	Common Stock	9,795
Stock Option (Right to Buy)	\$ 25.8125	05/27/2005		D	90,205	<u>(6)</u>	02/17/2010	Common Stock	90,205
Stock Option (Right to Buy)	\$ 15.74	05/27/2005		D	6,353	<u>(7)</u>	02/12/2011	Common Stock	6,353
Stock Option (Right to Buy)	\$ 15.74	05/27/2005		D	218,647	<u>(8)</u>	02/12/2011	Common Stock	218,647
Stock Option (Right to Buy)	\$ 15.9	05/27/2005		D	800,000	<u>(9)</u>	02/13/2011	Common Stock	800,000
Stock Option (Right to Buy)	\$ 15.14	05/27/2005		D	6,605	<u>(10)</u>	02/12/2012	Common Stock	6,605
	\$ 15.14	05/27/2005		D	218,395	<u>(11)</u>	02/12/2012		218,395

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 8.03	05/27/2005	D	12,453	<u>(12)</u>	03/03/2013	Common Stock	12,453	
Stock Option (Right to Buy)	\$ 8.03	05/27/2005	D	137,548	<u>(13)</u>	03/03/2013	Common Stock	137,548	
Stock Option (Right to Buy)	\$ 19.73	05/27/2005	D	5,068	<u>(14)</u>	02/11/2014	Common Stock	5,068	
Stock Option (Right to Buy)	\$ 19.73	05/27/2005	D	169,932	<u>(15)</u>	02/11/2014	Common Stock	169,932	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVILA ELIZABETH H 3400 CENTRAL EXPRESSWAY SANTA CLARA, CA 95051	X		Chief Executive Officer	

Signatures

Elizabeth H.
D?vila 06/01/2005

**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) Disposed of pursuant to merger agreement between issuer and Advanced Medical Optics, Inc. in exchange for 17,192 shares of Advanced Medical Optics, Inc. common stock on the effective date of the merger.
- (2) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of May 23, 1996, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,957 shares of Advanced Medical Optics, Inc. common stock for \$13.53 per share.
- (3) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of May 23, 1996, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 21,012 shares of Advanced Medical

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Optics, Inc. common stock for \$13.53 per share.

- (4) This option, which provided for vesting at 1/24th per month of the shares subject to the option vest beginning at the grant date of February 25, 1999, was canceled pursuant to the terms of the merger agreement.

This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 17, 2000, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 6,290 shares of Advanced Medical Optics, Inc. common stock for \$40.20 per share.
- (5) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 17, 2000, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 57,934 shares of Advanced Medical Optics, Inc. common stock for \$40.20 per share.
- (6) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 4,080 shares of Advanced Medical Optics, Inc. common stock for \$24.51 per share.
- (7) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 140,426 shares of Advanced Medical Optics, Inc. common stock for \$24.51 per share.
- (8) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 13, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 513,802 shares of Advanced Medical Optics, Inc. common stock for \$24.76 per share.
- (9) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 4,242 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (10) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 140,264 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (11) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,997 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (12) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 88,340 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (13) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,254 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.
- (14) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 109,139 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.
- (15)

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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