

GOODMEN WILLIAM WALTER
 Form 4
 May 09, 2012

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 *
GOODMEN WILLIAM WALTER

(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)
 05/09/2012

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)
 Global VP, Human Resources

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)	Price		
Common Stock	05/09/2012		M	6,666	A \$ 5.49	22,266 (1)	D
Common Stock	05/09/2012		S	5,815	D \$ 10.29	16,451 (1)	D
Common Stock	05/09/2012		S	147	D \$ 10.31	16,304 (1)	D
Common Stock	05/09/2012		S	400	D \$ 10.32	15,904 (1)	D
Common Stock	05/09/2012		S	200	D \$ 10.33	15,704	D

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Common Stock 05/09/2012 S 104 D \$ 10.34 15,600 D

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

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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. Amount or Number of Shares
Common Stock Options	\$ 5.49	05/09/2012		M	6,666	<u>(2)</u> 03/14/2021	Common Stock	6,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODMEN WILLIAM WALTER 1911 WALKER AVE MONROVIA, CA 91016			Global VP, Human Resources	

Signatures

/s/Samuel Gesten as Attorney-in-Fact 05/09/2012

**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 (i) 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; and (ii) 7,500 Performance Accelerated Restricted Shares of Common Stock, subject to forfeiture and vesting in a single installment on March 2, 2015, but subject to accelerated vesting as to 1/3 of the shares each year pursuant to achievement of certain

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performance criteria; .

- (2) The 20,000 options originally granted first become exercisable as follows: 6,666 shares on 3/15/12, 6,667 shares on 3/15/13 and 6,667 shares on 3/15/14.

Remarks:

This Statement on Form 4 reports Mr. Goodmen's exercise of options to purchase an aggregate of 6,666 shares of STAAR Sur

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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