

IRIDEX CORP
Form 4
June 18, 2013

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 *
Mackaness James H

(Last) (First) (Middle)
1212 TERRA BELLA AVENUE
(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2013

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)
CFO and COO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/14/2013 | | M | | 1,057 | A | \$ 2.49 |
| Common Stock | 06/14/2013 | | S ⁽¹⁾ | | 1,057 | D | \$ 5.4001 |
| Common Stock | 06/14/2013 | | M | | 6,114 | A | \$ 2.49 |
| Common Stock | 06/14/2013 | | S ⁽¹⁾ | | 6,114 | D | \$ 5.3739 |
| Common Stock | 06/14/2013 | | M | | 3,057 | A | \$ 0.9 |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | 06/14/2013 | S ⁽¹⁾ | 3,057 | D | \$ 5.3739 | 18,743 | D |
| Common Stock | 06/17/2013 | M | 255 | A | \$ 2.49 | 36,459 | D |
| Common Stock | 06/17/2013 | S ⁽¹⁾ | 255 | D | \$ 5.5 | 36,204 | D |
| Common Stock | 06/17/2013 | M | 85 | A | \$ 0.9 | 18,743 | D |
| Common Stock | 06/14/2013 | S ⁽¹⁾ | 85 | D | \$ 5.5 | 18,658 | D |

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

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(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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option Right to Buy ⁽²⁾ | \$ 2.49 | 06/14/2013 | | M | 1,057 | 02/02/2008 ⁽³⁾ | 01/02/2015 | Common Stock | 1,057 |
| Stock Option Right to Buy ⁽²⁾ | \$ 2.49 | 06/14/2013 | | M | 6,114 | 02/02/2008 ⁽³⁾ | 01/02/2015 | Common Stock | 6,114 |
| Stock Option Right to Buy ⁽²⁾ | \$ 0.9 | 06/14/2013 | | M | 3,057 | 01/01/2009 ⁽³⁾ | 12/11/2015 | Common Stock | 3,057 |
| Stock Option | \$ 2.49 | 06/17/2013 | | M | 255 | 02/02/2008 ⁽³⁾ | 01/02/2015 | Common Stock | 255 |

Right to Buy ⁽²⁾

Stock Option Right to Buy ⁽⁴⁾

\$ 5.38

06/17/2013

M

85

01/11/2009⁽³⁾

12/11/2015

Common Stock

85

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mackaness James H 1212 TERRA BELLA AVENUE MOUNTAIN VIEW, CA 94043 | | | CFO and COO | |

Signatures

/s/ Susan Bruce, Attorney-in-Fact for James H. Mackaness

06/18/2013

__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) The sale reported in this Form 4 was pursuant to the Reporting Person's Rule 10b5-1 Selling Plan effective March 5, 2013.
- (2) This option was granted pursuant to IRIDEX Corporation's incentive 1998 Stock Plan and is exempt pursuant to Rule 16b-3.
- (3) The shares are subject to vesting according to the following schedule: 1/48th of the total number of shares vest each month.
- (4) This option was granted pursuant to IRIDEX Corporation's 2008 Equity Incentive Plan and is exempt to Rule 16b-3.

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.