

GOODMEN WILLIAM WALTER
Form 4
May 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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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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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