

1 800 CONTACTS INC  
Form 5  
January 10, 2007

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
NICHOLS JOHN F  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
1 800 CONTACTS INC [CTAC]  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/30/2006

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP Trade Relations

66 E. WADSWORTH PARK DRIVE  
  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

DRAPER, UT 84020  
  
(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/13/2006	^	G	675 D \$0	968,042	D	^
Common Stock	^	^	^	^ ^ ^	2,231	I	See footnote. (1)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270 (9-02)

Edgar Filing: 1 800 CONTACTS INC - Form 5

**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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 6.28	Â	Â	Â	Â Â	02/16/2000	02/16/2009	Common Stock	10,500
Options (Right to Buy)	\$ 14	Â	Â	Â	Â Â	02/17/2001	02/17/2010	Common Stock	8,100
Options (Right to Buy)	\$ 34.938	Â	Â	Â	Â Â	02/02/2002	02/02/2011	Common Stock	4,000
Options (Right to Buy)	\$ 11.76	Â	Â	Â	Â Â	01/26/2003	01/26/2012	Common Stock	3,200
Options (Right to Buy)	\$ 27.5	Â	Â	Â	Â Â	02/20/2004 <sup>(2)</sup>	02/20/2008	Common Stock	1,700
Options (Right to Buy)	\$ 22	Â	Â	Â	Â Â	02/13/2005 <sup>(3)</sup>	02/13/2009	Common Stock	1,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLS JOHN F 66 E. WADSWORTH PARK DRIVE DRAPER, UT 84020	Â X	Â	Â VP Trade Relations	Â

## Signatures

/s/ Matthew J. Harmer, Attorney  
in Fact

01/10/2007

\_\_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) As custodian under UGMA for Micah Matthew Howard.
  - (2) Of these options, 1,275 are currently exercisable and 425 become exercisable on 2/19/2007.
  - (3) Of these options, 850 are currently exercisable, 425 become exercisable on 2/13/2007 and 425 become exercisable on 2/13/2008.

Â

### Remarks:

EXHIBITÂ LIST

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.