

Ross Harvey
Form 4
April 04, 2011

FORM 4

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

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ross Harvey

2. Issuer Name **and** Ticker or Trading
Symbol
EMERGING VISION INC
[ISEE.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
180 SOUTH STREET, UNIT 101
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2011

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW PROVIDENCE, NJ 07974

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	04/01/2011		O		7,208,220	A	\$ 0.14	21,530,238 (2)	D	
Common Stock	04/01/2011		J		21,180,238	D	11	127,623,127 (2)	I	By EMVI Holdings, LLC

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

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information contained in this form are not
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(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (3)	\$ 0.14	04/01/2011		O	7,208,220	09/21/2010 11/30/2011	Common Stock 7,208

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ross Harvey 180 SOUTH STREET UNIT 101 NEW PROVIDENCE, NJ 07974			X	

Signatures

/s/ Harvey Ross 04/01/2011

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) These shares were contributed to EMVI Acquisition Corp., a wholly-owned subsidiary of EMVI Holdings, LLC, in exchange for an equal number of membership interests in EMVI Holdings, LLC, which were issued to Ross EVI, LLC, an entity wholly-owned by Mr. Ross.

(2) Includes options to purchase 350,000 Common shares consisting of (a) options to purchase 150,000 shares at an exercise price of \$0.12 per share, (b) options to purchase 75,000 shares at an exercise price of \$0.47 per share and (c) options to purchase 125,000 shares at an exercise price of \$0.21 per share.

(3) Mr. Ross exercised a right pursuant to an agreement between Mr. Ross and Christopher Payan, the former Chief Executive Officer of the Company, to cause Mr. Payan to exercise an option to purchase 7,208,220 shares of Common Stock and to assign the underlying shares of Common Stock to EMVI Acquisition Corp. as described in explanation (1).

(4) See Column 2.

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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