

VISX INC  
Form 4  
June 01, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FAGEN DONALD L**

(Last) (First) (Middle)  
3400 CENTRAL EXPRESSWAY  
(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**VISX INC [EYE]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/27/2005**

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)  
Vice President, Global Sales

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	05/27/2005		D	2,000 D	0	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.25	05/27/2005		D	5,403	<u>(2)</u> 02/01/2011	Common Stock	5,403	
Stock Option (Right to Buy)	\$ 13.25	05/27/2005		D	10,972	<u>(3)</u> 02/01/2011	Common Stock	10,972	
Stock Option (Right to Buy)	\$ 15.14	05/27/2005		D	5,667	<u>(4)</u> 02/12/2012	Common Stock	5,667	
Stock Option (Right to Buy)	\$ 15.14	05/27/2005		D	24,333	<u>(5)</u> 02/12/2012	Common Stock	24,333	
Stock Option (Right to Buy)	\$ 8.03	05/27/2005		D	9,375	<u>(6)</u> 03/03/2013	Common Stock	9,375	
Stock Option (Right to Buy)	\$ 8.03	05/27/2005		D	11,250	<u>(7)</u> 03/03/2013	Common Stock	11,250	
Stock Option (Right to Buy)	\$ 19.73	05/27/2005		D	6,924	<u>(8)</u> 02/11/2014	Common Stock	6,924	
Stock Option (Right to Buy)	\$ 19.73	05/27/2005		D	30,576	<u>(9)</u> 02/11/2014	Common Stock	30,576	

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAGEN DONALD L 3400 CENTRAL EXPRESSWAY SANTA CLARA, CA 95051			Vice President, Global Sales	

# Signatures

Donald L. Fagen                      06/01/2005

    Signature of                      Date  
Reporting Person

# 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) Disposed of pursuant to merger agreement between issuer and Advanced Medical Optics, Inc. in exchange for 1,104 shares of Advanced Medical Optics, Inc. common stock on the effective date of the merger.  
  
This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 1, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,470 shares of Advanced Medical Optics, Inc. common stock for \$20.64 per share.
- (2) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 1, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,046 shares of Advanced Medical Optics, Inc. common stock for \$20.64 per share.
- (3) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,639 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (4) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 15,627 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (5) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 6,021 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (6) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of March 3, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 7,225 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (7) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 4,446 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.
- (8) This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of February 11, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 19,637 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.
- (9)

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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