

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 \*  
**BERTOCCI DEREK A**

(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)  
Senior Vice President & CFO

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)			
			Code	V	Amount	(D)	Price
Common Stock	05/27/2005		D		30,623	D	0

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.7188	05/27/2005		D		6,916		<u>(2)</u>	12/16/2008	Common Stock	6,916
Stock Option (Right to Buy)	\$ 18.7188	05/27/2005		D		133,084		<u>(3)</u>	12/16/2008	Common Stock	133,084
Stock Option (Right to Buy)	\$ 25.8125	05/27/2005		D		5,126		<u>(4)</u>	02/17/2010	Common Stock	5,126
Stock Option (Right to Buy)	\$ 25.8125	05/27/2005		D		24,874		<u>(5)</u>	02/17/2010	Common Stock	24,874
Stock Option (Right to Buy)	\$ 15.74	05/27/2005		D		4,744		<u>(6)</u>	02/12/2011	Common Stock	4,744
Stock Option (Right to Buy)	\$ 15.74	05/27/2005		D		30,256		<u>(7)</u>	02/12/2011	Common Stock	30,256
Stock Option (Right to Buy)	\$ 15.14	05/27/2005		D		6,218		<u>(8)</u>	02/12/2012	Common Stock	6,218
Stock Option (Right to Buy)	\$ 15.14	05/27/2005		D		31,282		<u>(9)</u>	02/12/2012	Common Stock	31,282
Stock Option (Right to Buy)	\$ 8.03	05/27/2005		D		11,720		<u>(10)</u>	03/03/2013	Common Stock	11,720
	\$ 8.03	05/27/2005		D		11,601		<u>(11)</u>	03/03/2013		11,601



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- (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 February 12, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,046 shares of Advanced Medical Optics, Inc. common stock for \$24.52 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 12, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 19,431 shares of Advanced Medical Optics, Inc. common stock for \$24.51 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 12, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,993 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (9) 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 20,090 shares of Advanced Medical Optics, Inc. common stock for \$23.58 per share.
- (10) 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 7,527 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (11) 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 7,450 shares of Advanced Medical Optics, Inc. common stock for \$12.51 per share.
- (12) 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 4,416 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.
- (13) 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 37,330 shares of Advanced Medical Optics, Inc. common stock for \$30.73 per share.

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.