

TRENARY C RUSSELL III
Form 4
May 23, 2007

FORM 4

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

OMB APPROVAL

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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 *
TRENARY C RUSSELL III

2. Issuer Name and Ticker or Trading Symbol
ADVANCED MEDICAL OPTICS INC [EYE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

C/O ADVANCED MEDICAL OPTICS, INC., 1700 E. ST. ANDREW PLACE

(Street)

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

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

SANTA ANA, CA 92705

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock				V	4,266.055 ⁽¹⁾	D	
Common Stock					1.5162	I	By 401(k) Trust (as of 05/22/07)

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

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number.

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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 42.55	05/21/2007		A	55,900	⁽²⁾ 05/21/2017	Common Stock 55,900
Restricted Stock Units	⁽³⁾	05/21/2007		A	7,300	05/21/2010 05/21/2017	Common Stock 7,300

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

TRENARY C RUSSELL III
C/O ADVANCED MEDICAL OPTICS, INC.
1700 E. ST. ANDREW PLACE
SANTA ANA, CA 92705

Executive Vice President

Signatures

C. Russell Trenary, III, by Aimee S. Weisner, Attorney in Fact

05/23/2007

**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) Includes an aggregate of 716,0550 shares acquired under the Advanced Medical Optics, Inc. Employee Stock Purchase Plan through April 30, 2007.
- (2) This Rule 16b3 exempt stock option will vest ratably on each of the first four anniversaries of the date of grant, such that the option will be fully vested on May 21, 2011 (provided applicable provisions of such option are complied with).
- (3) Exempt grant of Restricted Stock Units under the Issuer's 2005 Incentive Compensation Plan. Each restricted unit represents a contingent right to receive one share of the issuer's common stock. The Restricted Stock Units will vest as to 100% of the shares on May 21, 2010,

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the third anniversary of the date of issuance, provided that certain conditions are met.

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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