

ADVANCED MEDICAL OPTICS INC
 Form 3
 February 13, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Rago Angelo		(Month/Day/Year)	ADVANCED MEDICAL OPTICS INC [EYE]	
(Last)	(First)	(Middle)	02/07/2007	
C/O ADVANCED MEDICAL OPTICS, INC., Â 1700 E. ST. ANDREW PLACE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SANTA ANA, Â CA Â 92705			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,162.7163 <u>(1)</u> <u>(2)</u>	D	Â
Common Stock	387	I	By 401(k) Trust, as of 2/7/07

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (3)	06/27/2015	Common Stock	20,000	\$ 38.3	D	Â
Employee Stock Option (Right to Buy)	Â (4)	05/24/2016	Common Stock	5,000	\$ 45.26	D	Â
Restricted Stock Units (5)	Â (6)	Â (6)	Common Stock	2,300	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rago Angelo C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705	Â	Â	Â Senior Vice President	Â

Signatures

Angelo Rago, by Aimee S. Weisner, Attorney in Fact 02/13/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 62,7163 shares of common stock acquired by the reporting person under the Advanced Medical Optics, Inc. Employee Stock Purchase Plan through the the most recent purchase date, October 31, 2006.

Includes an aggregate of 1,100 shares of restricted common stock acquired in an exempt grant under the issuer's 2005 Incentive Compensation Plan, which will vest as to 100% of the shares on May 24, 2009, the third anniversary of the date of issuance, provided that certain conditions are met.
 - (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 June 27, 2009 (provided applicable provisions of such option are complied with).
 - (3) 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 24, 2010 (provided applicable provisions of such option are complied with).
 - (4) Exempt grant of restricted stock units with performance vesting conditions. Each restricted unit represents a contingent right to receive one share of the issuer's common stock, subject to performance vesting conditions.

These units will vest in 2010 only to the extent that the issuer's total stockholder return exceeds the 50th percentile of an identified peer group over the calendar years 2007-2009. The amount of units that vest, if any, will be determined on a sliding scale, based on the level of total stockholder performance between the 50th and 75th percentiles. None of the units will vest if total stockholder return from 2007-2009 is negative.

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.