

ADVANCED MEDICAL OPTICS INC
 Form 3
 December 22, 2008

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)

<p>1. Name and Address of Reporting Person *</p> <p>Waterhouse Alan</p> <p>(Last) (First) (Middle)</p> <p>C/O ADVANCED MEDICAL OPTICS, INC., 1700 E. ST. ANDREW PLACE</p> <p>(Street)</p> <p>SANTA ANA, CA 92705</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/12/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ADVANCED MEDICAL OPTICS INC [EYE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Corporate Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	0	D	

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

SEC 1473 (7-02)

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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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	03/03/2018	Common Stock	20,000	\$ 22.88	D	Â
Employee Stock Option (Right to Buy)	Â (2)	05/29/2018	Common Stock	9,060	\$ 22.94	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	5,000	\$ 0	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	2,500	\$ 0	D	Â

Reporting Owners

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

Signatures

/s/ Alan Waterhouse, by Aimee S. Weisner, Attorney in Fact

12/22/2008

__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) This Rule 16b-3 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 March 3, 2012 (provided applicable provisions of such option are complied with).
- (2) This Rule 16b-3 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 29, 2012 (provided applicable provisions of such option are complied with).
- (3) Provided applicable provisions are complied with, the restrictions on this Rule 16b3-3 exempt grant of restricted stock units will lapse as to 100% of the underlying shares on March 3, 2011, which is the third anniversary of the date of grant; these restricted stock units have no fixed expiration date.
- (4) Provided applicable provisions are complied with, the restrictions on this Rule 16b3-3 exempt grant of restricted stock units will lapse as to 100% of the underlying shares on May 29, 2011, which is the third anniversary of the date of grant; these restricted stock units have no fixed expiration date.

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.