

Hughes Robin
Form 4
March 08, 2011

FORM 4

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

OMB APPROVAL

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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 *
Hughes Robin

(Last) (First) (Middle)
1911 WALKER AVE
(Street)

MONROVIA, CA 91016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STAAR SURGICAL CO [STAA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2011

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, Marketing

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	03/07/2011		S	100 ⁽¹⁾ D \$ 5.68	139,900 ⁽²⁾	D	
Common Stock	03/07/2011		S	400 ⁽¹⁾ D \$ 5.72	139,500 ⁽²⁾	D	
Common Stock	03/07/2011		S	600 ⁽¹⁾ D \$ 5.73	138,900 ⁽²⁾	D	
Common Stock	03/07/2011		S	200 ⁽¹⁾ D \$ 5.74	138,700 ⁽²⁾	D	
Common Stock	03/07/2011		S	200 ⁽¹⁾ D \$ 5.75	138,500 ⁽²⁾	D	

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Common Stock	03/07/2011	S	100 <u>(1)</u>	D	\$ 5.78	138,400 <u>(2)</u>	D
Common Stock	03/07/2011	S	200 <u>(1)</u>	D	\$ 5.79	138,200 <u>(2)</u>	D
Common Stock	03/07/2011	S	100 <u>(1)</u>	D	\$ 5.8	138,100 <u>(2)</u>	D
Common Stock	03/07/2011	S	100 <u>(1)</u>	D	\$ 5.82	138,000 <u>(2)</u>	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hughes Robin 1911 WALKER AVE MONROVIA, CA 91016			Vice President, Marketing	

Signatures

/s/ Charles Kaufman as Attorney-in-Fact for Robin Hughes
03/08/2011

__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) Reflects shares sold pursuant to a trading plan under Rule 10b5-1 entered into for the purpose of paying withholding taxes that arise on the vesting of restricted shares.
- (2) Includes 5,000 restricted shares vesting on March 2, 2012 and options to purchase 60,000 shares of Common Stock exercisable on or before June 8, 2011.

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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