

STAAR SURGICAL CO  
Form 4/A  
August 19, 2013

**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 \*  
ANDREWS DEBORAH J

(Last) (First) (Middle)  
1911 WALKER AVENUE  
(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)  
08/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/08/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President / Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4) |                                      |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------------------|---|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price                                |   |
| Common Stock                    | 08/08/2013                           |  | S                              |   | 5,836   | D  | \$ 11.6286  | 36,400 <sup>(1)</sup> <sub>(2)</sub> | D |
| Common Stock                    | 08/09/2013                           |  | S                              |   | 2,443   | D  | \$ 11.6   | 36,400 <sup>(1)</sup>                | D |
| Common Stock                    | 08/12/2013                           |  | S                              |   | 800   | D  | \$ 11.6575  | 36,400 <sup>(1)</sup> <sub>(3)</sub> | D |
| Common Stock                    | 08/08/2013                           |  | M                              |   | 5,836   | A  | \$ 7.86   | 42,236                               | D |
|                                 | 08/09/2013                           |  | M                              |   | 2,443   | A  | \$ 7.86   | 38,843                               | D |

Common  
Stock

Common Stock 08/12/2013 M 800 A \$ 3.95 37,200 D

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

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(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Option                        | \$ 7.86  | 08/08/2013                           |  | M                              | 5,836   | 02/27/2007 02/26/2014                                    | Common Stock  | 5,836                         |
| Common Stock Option                        | \$ 7.86  | 08/09/2013                           |  | M                              | 2,443   | 02/27/2007 02/26/2014                                    | Common Stock  | 2,443                         |
| Common Stock Option                        | \$ 3.95  | 08/12/2013                           |  | M                              | 800   | 04/07/2008 04/06/2015                                    | Common Stock  | 800                           |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                |                         |
|---|---------------|-----------|----------------|-------------------------|
|   | Director      | 10% Owner | Officer        | Other                   |
| ANDREWS DEBORAH J<br>1911 WALKER AVENUE<br>MONROVIA, CA 91016 |               |           | Vice President | Chief Financial Officer |

## Signatures

/s/Samuel Gesten as Attorney-in-Fact for Deborah  
Andrews

08/19/2013

\_\_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 22,500 PARS.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.60 to \$11.70, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.65 to \$11.67, inclusive.

### Remarks:

This amended Form 4 reflects the exercise and sale on August 8, 2013 and August 9, 2013 of 8279 options to expire in February 2014.

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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