

STAAR SURGICAL CO
Form 4
March 19, 2014

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 *
Francese James E

(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)
03/19/2014

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)
VP, Global 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/19/2014		M	A	\$ 6.71 38,626 ⁽¹⁾	D	
Common Stock	03/19/2014		S	D	\$ 17.2242 21,960 ⁽³⁾	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)
Common Stock Options	\$ 6.71	03/19/2014		M	16,666	09/04/2013 ⁽²⁾ 09/03/2022	Common Stock 16,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Francese James E 1911 WALKER AVENUE MONROVIA, CA 91016			VP, Global Marketing	

Signatures

/s/Samuel Gesten as Attorney-in-Fact for James Francese 03/19/2014

**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).
- Includes 7,500 Performance Accelerated Restricted Shares of Common Stock (PARS), subject to forfeiture rights, which lapse on 3/4/16.
- (1) Also includes 7,000 Restricted Shares of Common Stock (RSU), subject to forfeiture rights, which lapses as to 1/2 of the shares (3500 shares) on 3/7/16 and lapses as to the other 1/2 of the shares (3500 shares) on 3/7/17.
 - (2) The 50,000 options originally granted become exercisable as follows: 16,666 on September 4, 2013, 16,666 on September 4, 2014, and 16,667 on September 4, 2015.
 - (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.11 to \$17.31, inclusive.

Remarks:

This Form 4 reports Mr. Francese's exercise of options to purchase 16,666 shares of STAAR Common Stock and sale of the p

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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