1 800 CONTACTS INC Form 5/A February 11, 2005 FORM 5

#### OMB APPROVAL OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person <sup>\*</sup> 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer COON JONATHAN Symbol 1 800 CONTACTS INC [CTAC] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) \_\_X\_\_ Director \_X\_ 10% Owner \_X\_\_ Officer (give title Other (specify 01/01/2005 below) below) 66 E WADSWORTH PARK DRIVE CEO **3RD FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) 02/10/2005 DRAPER. UTÂ 84020 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Form: Direct Indirect Code (D) Beneficially (D) or Beneficial anv (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) (D) Price Amount Common 20,400 3,086,465 Â D<sup>(2)</sup> Â 12/30/2004 G D \$0 (1)(2)

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

1.Title of

Security

(Instr. 3)

Stock

Persons who respond to the collection of information SEC 2270 contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

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)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
COON JONATHAN 66 E WADSWORTH PARK DRIVE 3RD FLOOR DRAPER, UT 84020	ÂX	ÂX	CEO	Â		
-						

# Signatures

\*\*Signature of

/s/ Jonathan 02/11/2005

Coon

Date

## Reporting Person **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).
- The shares were transferred as a gift by Mr. Coon to many individuals. (1)

Total includes: (i) direct beneficial ownership of 2,758,733 shares, (ii) indirect beneficial ownership of 95,974 shares held by Mr. Coon as custodian under UGMA for and on behalf of Hannah K. Coon, (iii) indirect beneficial ownership of 95,974 shares held by Mr. Coon as custodian under UGMA for and on behalf of Abigail I. Coon, (iv) indirect beneficial ownership of 96,225 shares held by Mr. Coon

(2) as custodian under UGMA for and on behalf of Samuel Coon, and (v) indirect beneficial ownership of an aggregate of 14,134 shares of common stock held by the reporting person minor children, and (vi) 25,425 shares that can be acquired through currently exercisable options.

### Â

### **Remarks:**

The adjustment to the description of shares beneficially owned by this statement will not be reflected

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.