

Caldwell Barry G  
 Form 4  
 March 06, 2012

**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 \*  
 Caldwell Barry G

(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)  
 03/02/2012

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)  
 President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 03/02/2012                           |  | A                              | (A) or (D)<br>Amount<br>15,000<br>(1)                             | \$ 0 236,839 (2) (4)  | 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)**

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock Options                       | \$ 11  | 03/02/2012                           |  | A                              | 40,000  | <u>(3)</u> 03/02/2022                                    | Common Stock  | 40,000                     |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Caldwell Barry G<br>1911 WALKER AVENUE<br>MONROVIA, CA 91016 | X             |           | President and CEO |       |

## Signatures

/s/ Charles Kaufman as attorney-in-fact for Barry G. Caldwell  
03/06/2012

\*\*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) Performance Accelerated Restricted Shares of Common Stock (PARS), subject to forfeiture and vesting in a single installment on March 2, 2015, but subject to accelerated vesting as to 1/3 of the shares each year pursuant to achievement of certain performance criteria.
- (2) Includes 15,000 PARS subject to forfeiture and vesting on March 15, 2014 and 15,000 PARS subject to forfeiture and vesting on March 2, 2015.
- (3) The options first become exercisable as follows: 13,333 shares on March 2, 2013, 13,333 shares on March 2, 2014 and 13,334 shares on March 2, 2015.
- (4) Following the transactions reported on this Form 4, Mr. Caldwell's total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 486,838 shares of Common Stock, which includes 249,999 stock options that are vested or will vest within 60 days and 30,000 PARS. He also holds 100,000 stock options that are unvested.

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.