

STAAR SURGICAL CO  
Form 4  
March 17, 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 \*  
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)  
03/13/2014

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)  
Vice President, R&D

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common Stock                    | 03/13/2014                           |  | S                              |   | 2,840   | D  | \$ 14.9113 (2)                             |
| Common Stock                    | 03/17/2014                           |  | S                              |   | 2,832   | D  | \$ 18.3121 (3) (4)                         |

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

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| Hughes Robin<br>1911 WALKER AVE<br>MONROVIA, CA 91016 |               |           | Vice President, R&D |       |

## Signatures

/s/Samuel Gesten as Attorney-in-Fact for Robin Hughes  
03/17/2014

\_\_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).
- (1) Includes 22,500 Performance Accelerated Restricted Shares of Common Stock (PARS), subject to forfeiture rights, which lapse as to 7500 shares on March 15, 2014, and lapses as to another 7500 shares on March 2, 2015, and lapses as to another 7500 shares on March 4, 2016. Also includes 7,000 Restricted Shares of Common Stock (RSU), subject to forfeiture rights, which lapse as to half of the shares (3500 shares) on March 7, 2016 and half of the shares (3500 shares) on March 7, 2017.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.73 to \$15.15, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.85 to \$18.78, inclusive.
- (4) Includes 15,000 Performance Accelerated Restricted Shares of Common Stock (PARS), subject to forfeiture rights, which lapse as to 7500 shares on March 15, 2014, and lapses as to another 7500 shares on March 2, 2015, and lapses as to another 7500 shares on March 4, 2016. Also includes 7,000 Restricted Shares of Common Stock (RSU), subject to forfeiture rights, which lapse as to half of the shares (3500 shares) on March 7, 2016 and half of the shares (3500 shares) on March 7, 2017.

### Remarks:

This Form 4 reflects the sale by Mr. Hughes of currently held Common Stock of the Company pursuant to 'sell to cover' instru

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