

1 800 CONTACTS INC
Form 4
September 06, 2007

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 *
Johnson Frank L

(Last) (First) (Middle)

1270 SIXTH AVENUE, SUITE
2200

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
1 800 CONTACTS INC [CTAC]

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2007

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)

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 | 09/06/2007 | | D | | 206,186 | D | \$ 1,484,149 | I | See footnotes #2 and #3 (2) (3) |
| Common Stock | 09/06/2007 | | D | | 1,484,149 | D | \$ 24.25 | I | See footnotes #2 and #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)

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) | 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Frank L 1270 SIXTH AVENUE, SUITE 2200 NEW YORK, NY 10020 | X | X | | |
| LAGRANGE CAPITAL PARTNERS OFFSHORE FUND LTD 73 FRONT ST HAMILTON, A1 000000 | | X | | |
| LaGrange Capital Partners LP 1270 AVENUE OF THE AMERICAS, SUITE 2200 NEW YORK, NY 10020 | | X | | |
| LaGrange Capital Administration, L.L.C. 1270 AVENUE OF THE AMERICAS SUITE 2200 NEW YORK, NY 10020 | | X | | |

Signatures

| | |
|---|------------|
| /s/ FRANK LAGRANGE JOHNSON | 09/06/2007 |
| **Signature of Reporting Person | Date |
| /s/ FRANK LAGRANGE JOHNSON, Mbr. of Inv. Mgr. | 09/06/2007 |
| **Signature of Reporting Person | Date |
| /s/ FRANK LAGRANGE JOHNSON, Mbr. of Gen'l Ptner | 09/06/2007 |

__Signature of Reporting Person

Date

/s/ FRANK LAGRANGE JOHNSON, Member

09/06/2007

__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).

Disposed of in connection with the merger (the "merger") of Alta Acquisition Corp. ("Acquisition") with and into the issuer, with the issuer as the surviving corporation, effective September 6, 2007, pursuant to the Agreement and Plan of Merger, dated as of June 3, 2007, among Alta Parent Corp. ("Parent"), Acquisition and the issuer. These shares of common stock were exchanged for equity interests in the ultimate parent of Parent having an aggregate value of the \$24.25 per share merger consideration multiplied by the number of shares exchanged.

LaGrange Capital Partners, L.P. ("LaGrange Capital") exchanged 161,186 shares of common stock for equity interests in the ultimate parent of Parent, and LaGrange Capital Partners Offshore Fund, Ltd. ("LaGrange Offshore") exchanged 45,000 shares of common stock for equity interests in the ultimate parent of Parent. Total includes 1,183,104 shares of common stock directly beneficially owned by LaGrange Capital and 281,884 shares of common stock directly beneficially owned by LaGrange Offshore after the exchange. LaGrange Capital Administration ("LaGrange Administration") is the Investment Manager of LaGrange Offshore. Frank LaGrange Johnson directly beneficially owned 17,161 shares of common stock in an individual retirement account and a personal trading account and also may be deemed to have indirectly beneficially owned 2,000 shares of common stock held by his wife, Susan Ely Johnson.

Mr. Johnson is the sole member of LaGrange Capital Management, L.L.C., the General Partner of LaGrange Capital. Mr. Johnson is also the sole member of LaGrange Administration, which is the Investment Manager of LaGrange Offshore. Mr. Johnson, by virtue of his relationship to LaGrange Capital, LaGrange Offshore, and LaGrange Administration, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of common stock which LaGrange Capital, LaGrange Offshore, and LaGrange Administration own.

(4) Disposed of in connection with the merger in exchange for the right to receive the \$24.25 per share merger consideration.

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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