

WILSON BARRY W

Form 4

October 30, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON BARRY W

(Last) (First) (Middle)

**MEDTRONIC INC, 710
MEDTRONIC PKWY, MS LC310**

(Street)

MINNEAPOLIS, MN 55432-5604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BAUSCH & LOMB INC [BOL]

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2007

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	10/26/2007		D		7,808	D	<u>(1)</u> 0	D
Common Stock	10/26/2007		M		1,219	A	<u>(2)</u> 0	D

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

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information contained in this form are not
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(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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options	\$ 61.305	10/26/2007		D	2,926	(3) 07/19/2014	Common Stock	2,926
Non-Qualified Stock Options	\$ 36.385	10/26/2007		D	4,088	(4) 07/22/2013	Class B Stock	4,088
Phantom Stock	(2)	10/26/2007		M	1,219	(2) (2)	Common Stock	1,219
See Footnote 5	(5)	10/26/2007		J	0 (5)	(5) (5)	n/a (5)	(5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON BARRY W MEDTRONIC INC 710 MEDTRONIC PKWY, MS LC310 MINNEAPOLIS, MN 55432-5604	X			

Signatures

/s/ Robert D. Bailey,
attorney-in-fact

10/30/2006

**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 pursuant to agreement and plan of merger by and among issuer, WP Prism Inc. (f/k/a WP Prism LLC) and WP Prism Merger
- (1) Sub Inc. (the "Merger Agreement") in exchange for \$65.00 per share, without interest, less any applicable withholding tax, on the effective date of the merger.
 - (2) The reported shares of phantom stock were cancelled in the merger pursuant to the Merger Agreement in exchange for a right to receive an amount in cash equal to the product of the number of issuer shares previously subject to such shares of phantom stock and the merger consideration (\$65.00 per share), less any applicable withholding taxes. Each share of phantom stock was the economic equivalent of a

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share of issuer common stock.

- (3) This option was cancelled in the merger pursuant to the Merger Agreement in exchange for an amount in cash, without interest, equal to the product of (1) the number of shares of issuer stock previously subject to such option and (2) the excess, if any, of the merger consideration (\$65.00 per share) over the purchase price per share previously subject to such option, less any required withholding taxes.

- (4) This option was cancelled in the merger pursuant to the Merger Agreement. Pursuant to the applicable award agreement, this option was exchanged for a cash payment equal to the product of the number of issuer shares previously subject to such option and the excess, if any, of the highest trading price of issuer common stock during the 60-day period concluding on the date of shareholder approval and adoption of the Merger Agreement over the purchase price per share previously subject to such option, less any required withholding taxes.

- (5) During the 2006-2007 time period, the issuer did not have a current prospectus under its registration statement on Form S-8 covering the issuance of stock to directors. As a result, director fees that were payable in stock and formula-based stock options were not awarded to directors, including the reporting person, during that period. The reporting person will receive cash compensation based on the \$65 per share merger consideration in lieu of stock-denominated fees and formula-based stock option grants which would have been awarded to directors in the ordinary course of business during the 2006-2007 time period under the issuer's compensation plans.

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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