#### ADVANCED MEDICAL OPTICS INC

Form 4 June 28, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

VA PARTNERS LLC

2. Issuer Name and Ticker or Trading

Symbol

ADVANCED MEDICAL OPTICS **INC [EYE]** 

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 06/26/2007

Director Officer (give title X\_\_ 10% Owner \_ Other (specify

435 PACIFIC AVENUE, FOURTH

(Street)

(State)

**FLOOR** 

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

### SAN FRANCISCO, CA 94133

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow							y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities for Disposed (Instr. 3, 4 and Amount	of (D	))	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)
Common Stock, par value \$.01 per share	06/26/2007		P	270,000		\$ 33.59	6,069,235	I	See Footnote (1)
Common Stock, par value \$.01 per share	06/26/2007		P	30,000	A	\$ 33.59	698,405	I	See Footnote
Common Stock, par value \$.01	06/26/2007		P	180,000	A	\$ 33.53	6,249,235	I	See Footnote

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per share								
Common Stock, par value \$.01 per share	06/26/2007	P	20,000	A	\$ 33.53	718,405	I	See Footnote (2)
Common Stock, par value \$.01 per share	06/26/2007	P	102,421	A	\$ 33.48	6,351,656	I	See Footnote (1)
Common Stock, par value \$.01 per share	06/26/2007	P	11,379	A	\$ 33.48	729,784	I	See Footnote (2)
Common Stock, par value \$.01 per share	06/27/2007	P	225,000	A	\$ 33.57	6,576,656	I	See Footnote (1)
Common Stock, par value \$.01 per share	06/27/2007	P	25,000	A	\$ 33.57	754,784	I	See Footnote (2)

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tiorNumber	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivativ	e		Securities	(Instr. 5)
	Derivative				Securities	S		(Instr. 3 and 4)	
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
								Amount	
						Date	Expiration	or	
						Exercisable	Date	Title Number	
							2	of	
				Code V	(A) (D)			Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
VA PARTNERS LLC 435 PACIFIC AVENUE FOURTH FLOOR SAN FRANCISCO, CA 94133		X				
VA Partners III, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X				
ValueAct Capital Management, L.P. 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X				
ValueAct Capital Management, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X				
UBBEN JEFFREY W 435 PACIFIC AVENUE, FOURTH FLOOR SAN FRANCISCO, CA 94133		X				
KAMIN PETER H 265 FRANKLIN STREET, 16TH FLOOR BOSTON, MA 02110		X				

# **Signatures**

VA PARTNERS, LLC, By:/s/ George F. Hamel, Jr., Managing Member	06/28/2007
**Signature of Reporting Person	Date
VALUEACT CAPITAL MASTER FUND, L.P., By: VA PARTNERS, LLC, its General Partner, By:/s/ George F. Hamel, Jr., Managing Member	06/28/2007
**Signature of Reporting Person	Date
VALUEACT CAPITAL MASTER FUND III, L.P., By: VA PARTNERS III, LLC, its General Partner, By:/s/ George F. Hamel, Jr., Managing Member	06/28/2007
**Signature of Reporting Person	Date
VA PARTNERS III, LLC, By:/s/ George F. Hamel, Jr., Managing Member	06/28/2007
**Signature of Reporting Person	Date
VALUEACT CAPITAL MANAGEMENT, L.P., By: VALUEACT CAPITAL MANAGEMENT, LLC, its General Partner, By:/s/ George F. Hamel, Jr., Managing Member	06/28/2007
**Signature of Reporting Person	Date
VALUEACT CAPITAL MANAGEMENT, LLC, By:/s/ George F. Hamel, Jr., Managing Member	06/28/2007
**Signature of Reporting Person	Date
/s/ Jeffrey W. Ubben	06/28/2007

Reporting Owners 3

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\*\*Signature of Reporting Person

Date

/s/ George F. Hamel, Jr.

\*\*Signature of Reporting Person

Date

/s/ Peter H. Kamin

Date

/s/ Peter H. Kamin

\*\*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).

Partners, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P. and (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P. Jeffrey W. Ubben, Peter H. Kamin and George F. Hamel, Jr. are Managing Members of VA Partners, LLC and ValueAct Capital Management, LLC. The reporting persons disclaim beneficial ownership of the reported stock except to the extent of their pecuniary interest therein.

The reported stock is owned directly by ValueAct Capital Master Fund, L.P and may be deemed to be beneficially owned by (i) VA

The reported stock is owned directly by ValueAct Capital Master Fund III, L.P. and may be deemed to be beneficially owned by (i) VA Partners III, LLC as General Partner of ValueAct Capital Master Fund III, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund III, L.P. and (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital

Management, L.P. Jeffrey W. Ubben, Peter H. Kamin and George F. Hamel, Jr. are Managing Members of VA Partners III, LLC and ValueAct Capital Management, LLC. The reporting persons disclaim beneficial ownership of the reported stock except to the extent of their pecuniary interest therein.

#### **Remarks:**

Joint Filer Information:

Name: ValueAct Capital Master Fund, L.P.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, LLC

Issuer and Ticker: Advanced Medical Optics (EYE) Date of Event Requiring Statement: 06/26/07

Name: ValueAct Capital Master Fund III, L.P.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, LLC

Issuer and Ticker: Advanced Medical Optics (EYE) Date of Event Requiring Statement: 06/26/07

Name: VA Partners III, LLC

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, LLC

Issuer and Ticker: Advanced Medical Optics (EYE)
Date of Event Requiring Statement: 06/26/07

Name: ValueAct Capital Management, L.P.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, LLC

Issuer and Ticker: Advanced Medical Optics (EYE) Date of Event Requiring Statement: 06/26/07

Name: ValueAct Capital Management, LLC

Signatures 4

### Edgar Filing: ADVANCED MEDICAL OPTICS INC - Form 4

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, LLC

Issuer and Ticker: Advanced Medical Optics (EYE) Date of Event Requiring Statement: 06/26/07

Name: Jeffrey W. Ubben

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, LLC

Issuer and Ticker: Advanced Medical Optics (EYE) Date of Event Requiring Statement: 06/26/07

Name: George F. Hamel, Jr.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, LLC

Issuer and Ticker: Advanced Medical Optics (EYE) Date of Event Requiring Statement: 06/26/07

Name: Peter H. Kamin

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: VA Partners, LLC

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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.