

STAAR SURGICAL CO  
Form 4  
November 16, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BAILEY DAVID**

(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)  
11/14/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 11/14/2006                           |  | M <sup>(1)</sup>               | 2,300 A \$ 3.35   | 1,155,300   | D  |                                   |
| Common Stock                    | 11/14/2006                           |  | S                              | 900 D \$ 8  | 1,154,400   | D  |                                   |
| Common Stock                    | 11/14/2006                           |  | S                              | 1,000 D \$ 8.01   | 1,153,400   | D  |                                   |
| Common Stock                    | 11/14/2006                           |  | S                              | 100 D \$ 8.02   | 1,153,300   | D  |                                   |
| Common Stock                    | 11/14/2006                           |  | S                              | 300 D \$ 8.03   | 1,153,000   | D  |                                   |

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|              |            |   |       |   |         |           |   |
|--------------|------------|---|-------|---|---------|-----------|---|
| Common Stock | 11/15/2006 | M | 100   | A | \$ 3.35 | 1,153,000 | D |
| Common Stock | 11/15/2006 | S | 100   | D | \$ 8    | 1,152,900 | D |
| Common Stock | 11/16/2006 | M | 2,600 | D | \$ 3.35 | 1,152,900 | D |
| Common Stock | 11/16/2006 | S | 2,600 | D | \$ 8    | 1,150,300 | D |

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

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SEC 1474  
(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Options                       | \$ 3.35  | 11/14/2006                           |  | M                              | 2,300   | <u>(2)</u> 08/08/2011                                    | Common Stock  | 2,300                         |
| Common Stock Options                       | \$ 3.35  | 11/15/2006                           |  | M                              | 100   | <u>(2)</u> 08/08/2011                                    | Common Stock  | 100                           |
| Common Stock Options                       | \$ 3.35  | 11/16/2006                           |  | M                              | 2,600   | <u>(2)</u> 08/08/2011                                    | Common Stock  | 2,600                         |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                   |       |
|--------------------------------|---------------|-----------|-------------------|-------|
|                                | Director      | 10% Owner | Officer           | Other |
|                                | X             |           | President and CEO |       |

BAILEY DAVID  
1911 WALKER AVENUE  
MONROVIA, CA 91016

## Signatures

/s/ David Bailey                      11/16/2006

\_\_\_\_\_  
\*\*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).  
All transactions reported in this form were executed pursuant to a 10b5-1 plan providing for the sale of up to 115,000 shares of Common  
(1) Stock between November 5, 2006 and October 5, 2007, comprising in aggregate 9.4% of the shares subject to options held by Mr. Bailey at the commencement of the plan.  
(2) The 150,000 options having an exercise price of \$3.35 granted to Mr. Bailey vested as follows: 1/5 on 08/09/2001, 1/5 on 08/09/2002, 1/5 on 08/09/2003, 1/5 on 08/09/2004, and 1/5 on 08/09/2005.

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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