

STAAR SURGICAL CO

Form 4

January 24, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROADWOOD PARTNERS LP

(Last) (First) (Middle)

**C/O BROADWOOD CAPITAL
INC., 724 FIFTH AVENUE, 9TH
FLOOR**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STAAR SURGICAL CO [STAA]

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

01/22/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
Common Stock	01/22/2008		P	19,436 A	\$ 2.25 4,441,593	D ⁽¹⁾	
Common Stock	01/22/2008		P	0 A	\$ 0 4,441,593	I	Footnote (2)
Common Stock	01/22/2008		P	100 A	\$ 2.24 4,441,693	D ⁽¹⁾	
Common Stock	01/22/2008		P	0 A	\$ 0 4,441,693	I	Footnote (2)
Common Stock	01/22/2008		P	1,500 A	\$ 2.23 4,443,193	D ⁽¹⁾	

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Common Stock	01/22/2008	P	0	A	\$ 0	4,443,193	I	Footnote <u>(2)</u>
Common Stock	01/22/2008	P	4,009	A	\$ 2.2	4,447,202	D <u>(1)</u>	
Common Stock	01/22/2008	P	0	A	\$ 0	4,447,202	I	Footnote <u>(2)</u>
Common Stock	01/23/2008	P	25,000	A	\$ 2.25	4,472,202	D <u>(1)</u>	
Common Stock	01/23/2008	P	0	A	\$ 0	4,472,202	I	Footnote <u>(2)</u>
Common Stock	01/23/2008	P	5,000	A	\$ 2.23	4,477,202	D <u>(1)</u>	
Common Stock	01/23/2008	P	0	A	\$ 0	4,477,202	I	Footnote <u>(2)</u>
Common Stock	01/23/2008	P	1,700	A	\$ 2.22	4,478,902	D <u>(1)</u>	
Common Stock	01/23/2008	P	0	A	\$ 0	4,478,902	I	Footnote <u>(2)</u>
Common Stock	01/23/2008	P	48,647	A	\$ 2.15	4,527,549	D <u>(1)</u>	
Common Stock	01/23/2008	P	0	A	\$ 0	4,527,549	I	Footnote <u>(2)</u>
Common Stock	01/23/2008	P	17,400	A	\$ 2.1	4,544,949	D <u>(1)</u>	
Common Stock	01/23/2008	P	0	A	\$ 0	4,544,949	I	Footnote <u>(2)</u>
Common Stock	01/23/2008	P	10,400	A	\$ 2.09	4,555,349	D <u>(1)</u>	
Common Stock	01/23/2008	P	0	A	\$ 0	4,555,349	I	Footnote <u>(2)</u>
Common Stock	01/23/2008	P	9,500	A	\$ 2.05	4,564,849	D <u>(1)</u>	
Common Stock	01/23/2008	P	0	A	\$ 0	4,564,849	I	Footnote <u>(2)</u>
Common Stock	01/23/2008	P	100	A	\$ 2.04	4,564,949	D <u>(1)</u>	
Common Stock	01/23/2008	P	0	A	\$ 0	4,564,949	I	Footnote <u>(2)</u>
Common Stock						25,900	D <u>(3)</u>	

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

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(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
BROADWOOD PARTNERS LP C/O BROADWOOD CAPITAL INC. 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		X		
BROADWOOD CAPITAL INC 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		X		
BRADSHER NEAL C 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		X		

Signatures

Broadwood Partners, L.P., By: Broadwood Capital, Inc., By: /s/ Neal C. Bradsher,
President

01/24/2008

__Signature of Reporting Person

Date

Broadwood Capital, Inc., By: /s/ Neal C. Bradsher, President

01/24/2008

__Signature of Reporting Person

Date

/s/ Neal C. Bradsher

01/24/2008

__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) These securities are owned by Broadwood Partners, L.P., which is a Reporting Person.
The reported securities are directly owned by Broadwood Partners, L.P. and may be deemed beneficially owned by Broadwood Capital, Inc. as General Partner of Broadwood Partners, L.P. and Neal C. Bradsher as President of Broadwood Capital, Inc. The Reporting Persons
- (2) disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) These securities are owned by Neal C. Bradsher, who is a Reporting Person.

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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