

ADVANCED MEDICAL OPTICS INC
 Form 3
 January 21, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ABBOTT LABORATORIES | | | (Month/Day/Year) | ADVANCED MEDICAL OPTICS INC [EYE] | |
| (Last) | (First) | (Middle) | 01/11/2009 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 100 ABBOTT PARK ROAD | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by One Reporting Person |
| ABBOTT PARK,Â ILÂ 60064 | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 2,450,300 <u>(4)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ABBOTT LABORATORIES 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064 | ^ | ^ X | ^ | ^ |
| Rainforest Acquisition Inc. 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Thomas C. Freyman, Executive Vice President, Finance and Chief Financial Officer | 01/21/2009 |
| __Signature of Reporting Person | Date |
| /s/ Thomas C. Freyman, President | 01/21/2009 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- This form is a joint filing by Abbott Laboratories ("Abbott") and Rainforest Acquisition Inc., a wholly-owned subsidiary of Abbott (the "Purchaser"). This Form 3 relates to shares of common stock, par value \$0.01 per share (the "AMO Common Stock"), and the associated
- (1) preferred stock purchase rights issued in connection with the Rights Agreement, dated June 24, 2002, by and between Advanced Medical Optics, Inc., a Delaware corporation ("AMO"), and Mellon Investor Services, LLC (together with the AMO Common Stock, the "AMO Shares"), of AMO.
- As an inducement to Abbott's and the Purchaser's entering into the Agreement and Plan of Merger, dated as of January 11, 2009, by and among Abbott, the Purchaser and AMO and in consideration thereof, certain stockholders of AMO (collectively, the "Principal
- (2) Stockholders") entered into Tender and Support Agreements, dated as of January 11, 2009 (collectively, the "Support Agreements"), whereby, among other things, each Principal Stockholder agreed to vote all of the shares of AMO Common Stock beneficially owned by such Principal Stockholder in favor of the merger of the Purchaser with and into AMO.
- Abbott and the Purchaser, by reason of the execution and delivery of the Support Agreements, may be deemed to have shared voting power and/or shared dispositive power with respect to (and therefore beneficially own within the meaning of Rule 13d-3 under the
- (3) Securities Exchange Act of 1934) 9,644,006 AMO Shares, representing approximately 15.5% of the issued and outstanding AMO Shares. As of the date of this Form 3, such AMO Shares have not been purchased or acquired by Abbott or the Purchaser.
- In addition to the AMO Shares subject to the Support Agreements, Abbott is the beneficial owner of, and has sole voting power and
- (4) dispositive power with respect to, an additional 2,450,300 AMO Shares, representing approximately 3.9% of the issued and outstanding AMO Shares.

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.