

Blickensdoerfer Hans-Martin
 Form 4
 March 06, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Blickensdoerfer Hans-Martin

2. Issuer Name and Ticker or Trading Symbol
 STAAR SURGICAL CO [STAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1911 WALKER AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2012

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

VP, International Marketing

MONROVIA, CA 91016

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 ⁽¹⁾ | 03/02/2012 | | A | | 7,500 ⁽¹⁾ | A | \$ 0 77,500 ⁽²⁾ ⁽⁴⁾ 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)

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| 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 | |
| Common Stock Options | \$ 11 | 03/02/2012 | | A | 20,000 | <u>(3)</u> | 03/02/2022 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Blickensdoerfer Hans-Martin 1911 WALKER AVENUE MONROVIA, CA 91016 | | | VP, International Marketing | |

Signatures

/s/ Charles Kaufman as Attorney-in-fact for Hans-Martin
Blickensdoerfer

03/06/2012

**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) Performance Accelerated Restricted Shares (PARS), subject to forfeiture and vesting in a single installment on March 2, 2015, but subject to accelerated vesting as to 1/3 of the shares each year pursuant to achievement of certain performance criteria.
- (2) Includes 7,500 PARS subject to forfeiture and vesting on March 15, 2014 and 7,500 PARS subject to forfeiture and vesting on March 2, 2015.
- (3) The options first become exercisable as follows: 6,667 on March 2, 2013, 6,667 on March 2, 2014 and 6,666 on March 2, 2015.
- (4) Following the transactions reported on this Form 4, Mr. Blickensdoerfer's total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 227,449 shares of Common Stock, which includes 149,999 stock options that are vested or will vest within 60 days and 15,000 PARS. He also holds 70,001 unvested stock options.

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.