

Todd Donald J
 Form 4
 November 18, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Todd Donald J

(Last) (First) (Middle)
 1911 WALKER AVE.
 (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)
 11/16/2011

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, Asia/Pacific

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)
				(A) or (D)	Price		
Common Stock	11/16/2011		M	V	5,000 A \$ 4.69	14,500 ⁽¹⁾	D
Common Stock	11/16/2011		S		5,000 D \$ 9	9,500 ⁽²⁾	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)

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

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Row 1: Common Stock Options, \$ 4.69, 11/16/2011, M, 5,000, (3), 08/15/2020, Common Stock, 5,000.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: Todd Donald J, 1911 WALKER AVE, MONROVIA, CA 91016; Relationships: Director, 10% Owner, Officer, President, Asia/Pacific, Other.

Signatures

/s/ Charles Kaufman as Attorney-in-Fact for Donald Todd 11/18/2011
**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) Includes 5,000 shares acquired on the exercise of options on November 16, 2011, 7,500 Performance Accelerated Restricted Shares ("PARS") subject to forfeiture and vesting on March 15, 2014 and 2,000 restricted shares subject to forfeiture and vesting on March 2, 2012.
(2) Following all reported transactions, Mr. Todd's total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 21,166 shares of Common Stock, which includes 11,666 shares purchasable pursuant to vested options, 7,500 PARS and 2,000 restricted shares. Mr. Todd also holds 53,334 unvested options.
(3) Of options to purchase 50,000 shares granted on August 16, 2010, 16,667 shares became exercisable on 8/16/11, 16,666 shares become exercisable on 8/16/12 and 16,667 shares become exercisable on 8/16/13.

Remarks:

This Statement on Form 4 reports Mr. Todd's exercise of options to purchase 5,000 shares of STAAR Surgical Company common stock. 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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