

GOODMEN WILLIAM WALTER  
 Form 4  
 March 06, 2012

**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 \*  
**GOODMEN WILLIAM WALTER**

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 AVE  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Global VP, Human Resources

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)
				(A) or (D) Code V Amount Price			
Common Stock	03/02/2012		S	100 D \$ 10.95	8,400 <sup>(1)</sup>	D	
Common Stock	03/02/2012		S	100 D \$ 11	8,300 <sup>(1)</sup>	D	
Common Stock	03/02/2012		M	100 A \$ 11.04	8,200 <sup>(1)</sup>	D	
Common Stock	03/02/2012		S	100 D \$ 11.15	8,100 <sup>(1) (2)</sup>	D	

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

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**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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODMEN WILLIAM WALTER 1911 WALKER AVE MONROVIA, CA 91016			Global VP, Human Resources	

## Signatures

/s/Charles Kaufman as Attorney-in-Fact  
Date: 03/06/2012

## 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 7,500 Performance Accelerated Restricted Shares of Common Stock, subject to forfeiture and vesting in a single installment on March 15, 2014, but subject to accelerated vesting as to 1/3 of the shares each year pursuant to achievement of certain performance criteria.
  - (2) Following all reported transactions, Mr. Goodmen's total beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) is 14,766 shares of Common Stock, which includes 7,500 PARS and 6,666 options that have vested or will vest within 60 days of this report. As of the completion of the reported transactions he also held 46,668 unvested stock options.

### Remarks:

This Statement on Form 4 reports Mr. Goodmen's sale of 400 shares of STAAR Common Stock on March 2, 2012 pursuant to 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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