SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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ABBOTT LABORATORIES				2. Date of Event Requiring Statement (Month/Day/Year) 01/11/2009		3. Issuer Name and Ticker or Trading Symbol <u>ADVANCED MEDICAL OPTICS INC</u> [EYE]						
(Last) (First) (Middle) 100 ABBOTT PARK ROAD							4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) ABBOTT IL 60064 PARK						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		
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)						2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Common Stock ⁽¹⁾⁽²⁾⁽³⁾							2,450,300 ⁽⁴⁾	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
				2. Date Exercisable an Expiration Date (Month/Day/Year)			Underlying Derivative Security (Instr. 4) Con or E		4. Conve or Exe Price	rcise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
				Date Exercisable	Expiratio Date		Title	Amount or Number of Shares		ative	or Indirect (I) (Instr. 5)	
1. Name and Address of Reporting Person* ABBOTT LABORATORIES												
(Last) (First) (Middle 100 ABBOTT PARK ROAD			(Middle)									
(Street) ABBOTT PARK IL 60064												
(City)	(State)		(Zip)									
1. Name and Address of Reporting Person [*] Rainforest Acquisition Inc.												
(Last) (First) (Middle) 100 ABBOTT PARK ROAD												
(Street) ABBOTT PA	RK IL		60064									
(City) (State) (Zip)			(Zip)									

Explanation of Responses:

1. 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 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.

2. 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 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.

3. 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 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.

4. In addition to the AMO Shares subject to the Support Agreements, Abbott is the beneficial owner of, and has sole voting power and dispositive power with respect to, an additional 2,450,300 AMO Shares, representing approximately 3.9% of the issued and outstanding AMO Shares.

<u>/s/ Thomas C. Freyman,</u> <u>Executive Vice President,</u> 01/21/2009

Finance and Chief Financial Officer /s/ Thomas C. Freyman, President

** Signature of Reporting Person Date

01/21/2009

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.