

1 800 CONTACTS INC
Form 4
September 07, 2007

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 *
COON JONATHAN

(Last) (First) (Middle)

66 E WADSWORTH PARK DRIVE
3RD FLOOR

(Street)

DRAPER, UT 84020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
1 800 CONTACTS INC [CTAC]

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

09/06/2007

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/06/2007		D		783,505	D	<u>(1)</u> 1,914,978
Common Stock	09/06/2007		D		98,970	D	<u>(1)</u> 210,237
Common Stock	09/06/2007		D		64,713	D	<u>(3)</u> 1,850,265
Common Stock	09/06/2007		D		1,850,265	D	\$ <u>(4)</u> 24.25 0
Common Stock	09/06/2007		D		210,237	D	\$ <u>(4)</u> 24.25 0

(4)

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

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(9-02)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.28	09/06/2007		D	10,500	<u>(5)</u> 02/16/2009	Common Stock	10,500
Stock Option (right to buy)	\$ 14	09/06/2007		D	8,100	<u>(7)</u> 02/17/2010	Common Stock	8,100
Stock Option (right to buy)	\$ 34.94	09/06/2007		D	4,000	<u>(8)</u> 02/02/2011	Common Stock	4,000
Stock Option (right to buy)	\$ 11.76	09/06/2007		D	3,200	<u>(10)</u> 01/26/2012	Common Stock	3,200
Stock Option (right to buy)	\$ 27.5	09/06/2007		D	1,700	<u>(11)</u> 02/20/2008	Common Stock	1,700
Stock Option (right to buy)	\$ 22	09/06/2007		D	1,700	<u>(12)</u> 02/13/2009	Common Stock	1,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COON JONATHAN 66 E WADSWORTH PARK DRIVE 3RD FLOOR DRAPER, UT 84020	X	X	Chief Executive Officer	

Signatures

Jonathan Coon 09/06/2007

__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) Disposed of in connection with the merger (the "merger") of Alta Acquisition Corp. ("Acquisition") with and into the issuer, with the issuer as the surviving corporation, effective September 6, 2007, pursuant to the Agreement and Plan of Merger, dated as of June 3, 2007, among Alta Parent Corp. ("Parent"), Acquisition and the issuer. These shares of common stock were exchanged for equity interests in the ultimate parent of Parent having an aggregate value of the \$24.25 per share merger consideration multiplied by the number of shares exchanged.
 - (2) Total includes (i) indirect beneficial ownership of 67,760 shares held by Mr. Coon as custodian under UGMA for and on behalf of Hannah K. Coon, (ii) indirect beneficial ownership of 67,760 shares held by Mr. Coon as custodian under UGMA for and on behalf of Abigail I. Coon and (iii) indirect beneficial ownership of 74,717 shares held by Mr. Coon as custodian under UGMA for and on behalf of Samuel Coon.
 - (3) Disposed of pursuant to a stock contribution agreement, dated May 16, 2006, as amended on September 4, 2007, between the issuer and the reporting person, providing for the contribution of 64,713 shares by the reporting person to the issuer prior to the closing of the merger.
 - (4) Disposed of in connection with the merger in exchange for the right to receive the \$24.25 per share merger consideration.
 - (5) This option vested in four equal annual installments beginning on February 16, 2000.
 - (6) This option was cancelled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the \$24.25 per share merger consideration, multiplied by the number of shares subject to the option.
 - (7) This option vested in four equal annual installments beginning on February 17, 2001.
 - (8) This option vested in four equal annual installments beginning on February 2, 2002.
 - (9) All options with an exercise price above the \$24.25 per share merger consideration were cancelled in the merger and no payment will be made thereon.
 - (10) This option vested in four equal annual installments beginning on January 26, 2003.
 - (11) This option vested in four equal annual installments beginning on February 20, 2004.
 - (12) This option vests in four equal annual installments beginning on February 13, 2005. In connection with the merger, all unvested options became fully vested and exercisable.

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.