

1 800 CONTACTS INC
Form 4
September 06, 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 *
MCCALLUM KEVIN

(Last) (First) (Middle)

1-800 CONTACTS, INC., 66 EAST
WADSWORTH PARK DRIVE

(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
X Officer (give title below) ___ Other (specify below)

Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/06/2007		D	14,000 D (1) 46,854		D	
Common Stock	09/06/2007		D	46,854 D \$ 24.25 (2) 0		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)

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)	\$ 14	09/06/2007		D	90,000	<u>(3)</u> 02/17/2010	Common Stock	90,000
Stock Option (right to buy)	\$ 34.94	09/06/2007		D	4,000	<u>(5)</u> 02/02/2011	Common Stock	4,000
Stock Option (right to buy)	\$ 11.76	09/06/2007		D	2,400	<u>(7)</u> 01/26/2012	Common Stock	2,400
Stock Option (right to buy)	\$ 27.5	09/06/2007		D	1,778	<u>(8)</u> 02/20/2008	Common Stock	1,778
Stock Option (right to buy)	\$ 22	09/06/2007		D	1,778	<u>(9)</u> 02/13/2009	Common Stock	1,778

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCALLUM KEVIN 1-800 CONTACTS, INC. 66 EAST WADSWORTH PARK DRIVE DRAPER, UT 84020			Chief Marketing Officer	

Signatures

Kevin K.
McCallum

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. 10,646 shares of restricted stock that vested upon completion of the merger pursuant to amended restricted stock agreements, dated as of September 5, 2007 (the "amended restricted stock agreements"), between the reporting person and the issuer, and 3,354 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) Disposed of in connection with the merger in exchange for the right to receive the \$24.25 per share merger consideration with respect to (i) 27,951 shares of restricted stock that vested upon completion of the merger pursuant to the amended restricted stock agreements and (ii) 19,263 shares of restricted stock that will be paid in four equal quarterly installments beginning on December 6, 2008 pursuant to the amended restricted stock agreements.

(3) This option vested in four equal annual installments beginning on February 17, 2001.

(4) 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.

(5) This option vested in four equal annual installments beginning on February 2, 2002.

(6) 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.

(7) This option vested in four equal annual installments beginning on January 26, 2003.

(8) This option vested in four equal annual installments beginning on February 20, 2004.

(9) 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.

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