

ZEIDNER RONALD JOE
Form 4
February 28, 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 *
ZEIDNER RONALD JOE

(Last) (First) (Middle)

66 E. 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)
02/01/2007

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)
Gen. Counsel/Chief Legal Ofcr

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2007		A		5,000	A	\$ 0.01
					75,049 ⁽¹⁾	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)

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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
Options (Rights to Buy)	\$ 43.75					09/06/2000 09/06/2010	Common Stock	20,000
Options (Rights to Buy)	\$ 34.94					02/02/2001 02/02/2011	Common Stock	4,000
Options (Rights to Buy)	\$ 12					01/26/2002 01/26/2009	Common Stock	20,000
Options (Rights to Buy)	\$ 11.76					01/26/2002 01/26/2009	Common Stock	2,400
Options (Rights to Buy)	\$ 27.5					02/20/2003 02/20/2008	Common Stock	1,778
Options (Rights to Buy)	\$ 22					02/13/2004 ⁽²⁾ 02/13/2009	Common Stock	1,778

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZEIDNER RONALD JOE 66 E. WADSWORTH PARK DRIVE DRAPER, UT 84020			Gen. Counsel/Chief Legal Ofcr	

Signatures

R. Joe Zeidner 02/28/2007

**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).

- Includes direct beneficial ownership of: (1) 20,000 unvested restricted shares of common stock that will vest in four equal yearly installments beginning 11/30/07; (2) 4,000 unvested restricted shares of common stock that will vest in four equal yearly installments beginning 2/25/08; (3) 37,500 unvested restricted shares of common stock that will vest upon achievement by the Company of certain operational milestones; (4) 7,549 shares of vested and unvested restricted shares; and (5) 6,000 shares of common stock.
- (1)
- (2) Of these options, 1,335 are currently exercisable and 445 become exercisable on 2/13/08.

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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