

ZEIDNER RONALD JOE

Form 4

February 28, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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 \_\_\_\_ Other (specify  
below) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/01/2007		A	V Amount (D) Price 5,000 A \$ 0.01	75,049 <sup>(1)</sup>	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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 <sup>(2)</sup>	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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