

PALADIN GARY E

Form 4

January 07, 2005

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 *
PALADIN GARY E

2. Issuer Name **and** Ticker or Trading
Symbol
OCULAR SCIENCES INC /DE/
[OCLR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1855 GATEWAY
BOULEVARD, SUITE 700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Vice President

CONCORD, CA 94520

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

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)
			Code	V Amount (D) Price			

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

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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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 26.66	01/06/2005	D			17,500	<u>(1)</u>	03/11/2013	Common Stock	17,500
Employee Stock Option (right to buy)	\$ 13	01/06/2005	D			13,500	<u>(2)</u>	02/26/2013	Common Stock	13,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PALADIN GARY E 1855 GATEWAY BOULEVARD SUITE 700 CONCORD, CA 94520	Vice President

Signatures

Gary E. Paladin 01/07/2005
 **Signature of Date
 Reporting Person

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).
- Pursuant to the Merger Agreement, this option, which provided for vesting in four equal annual installments beginning March 11, 2003,
- (1) was accelerated and canceled in exchange for \$180,236.58 and 3,178 shares of Cooper common stock, having a market value of \$72.51 per share.
- Pursuant to the Merger Agreement this option, which provided for vesting in four equal annual installments beginning February 26, 2004,
- (2) was accelerated and canceled in exchange for \$164,997.60 and 2,909 shares of Cooper common stock, having a market value of \$72.51 per share.
- (3) This combination of cash and Cooper common stock represents the per share value of the merger consideration (\$72.51 per share) minus the exercise price of the option, multiplied by the number of shares of issuer common stock subject to such option.

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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