

BAUSCH & LOMB INC
Form 4
February 16, 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 *
HAHS DWAIN L

(Last) (First) (Middle)

ONE BAUSCH & LOMB PLACE

(Street)

ROCHESTER, NY 14604-

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BAUSCH & LOMB INC [BOL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

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)

Senior Vice President

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 or Price		
Common Stock	02/15/2005		J ⁽¹⁾		664 A \$ 0	D	36,496
Common Stock	02/15/2005		J ⁽²⁾		3,480 A \$ 0 ⁽²⁾	D	39,976
Common Stock	02/15/2005		S ⁽³⁾		2,913 D \$ 72.9	D	37,063
Common Stock	02/15/2005		S ⁽³⁾		300 D \$ 72.85	D	36,763
Common Stock	02/15/2005		S ⁽³⁾		1,700 D \$ 72.82	D	35,063

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Common Stock					692		I	By 401(k) Plan
Class B Stock	02/15/2005		J ⁽²⁾	3,480	D	\$ 0 ⁽²⁾	9,500	D

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. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	02/15/2005		J ⁽⁴⁾	75	<u>(4)</u> <u>(4)</u>	Common Stock	75 \$ 0
Phantom Stock	\$ 0	02/15/2005		J ⁽⁴⁾	664	<u>(4)</u> <u>(4)</u>	Common Stock	664 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAHS DWAIN L ONE BAUSCH & LOMB PLACE ROCHESTER, NY 14604-			Senior Vice President	

Signatures

Jean F. Geisel, as Power of Attorney
02/16/2005

__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) Acquisition of common shares as a result of a payout from the reporting person's deferred compensation account pursuant to the Company's LTI Deferred Compensation Plan. Shares are paid on a 1-for-1 basis.
- (2) Exchange of Class B stock for an equal amount of Common stock on a 1-for-1 basis, in accordance with the terms of the Class B stock. The conversion is exempt under Rule 16b-6.
- (3) Common shares sold pursuant to a Rule 10b5-1 trading plan entered into on December 1, 2004.
- (4) Disposition of phantom stock units as a result of a payout from the reporting person's deferred compensation account pursuant to the Company's Executive Deferred Compensation Plan. The reported phantom stock units were acquired through deferral of class B restricted stock into the company's LTI Deferred Compensation Plan and are being settled upon the reporting person's election. Shares are paid on a 1-for-1 basis.

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.