

MCCALLUM KEVIN

Form 4

December 01, 2006

**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 \*  
MCCALLUM KEVIN

(Last) (First) (Middle)

66 E. WADSWORTH PARK  
DRIVE

(Street)

DRAPER, UT 84084

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
1 800 CONTACTS INC [CTAC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2006

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)

Sr. VP Marketing & Sales

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)
Common Stock	11/30/2006		F	(A) or (D) D	Amount 1,646 (1) Price \$ 16.15	60,854 (2)	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.
				Code	V	(A)	(D)	Amount or Number of Shares
Options (Rights to Buy)	\$ 14					02/17/2000	02/17/2010	Common Stock 90,000
Options (Rights to Buy)	\$ 34.938					02/02/2001	02/02/2011	Common Stock 4,000
Options (Rights to Buy)	\$ 11.76					01/26/2002	01/26/2012	Common Stock 2,400
Options (Rights to Buy)	\$ 27.5					02/20/2003 <sup>(3)</sup>	02/20/2008	Common Stock 1,778
Options (Rights to Buy)	\$ 22					02/13/2004 <sup>(4)</sup>	02/13/2009	Common Stock 1,778

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCCALLUM KEVIN 66 E. WADSWORTH PARK DRIVE DRAPER, UT 84084	Sr. VP Marketing & Sales

## Signatures

KEVIN  
MCCALLUM 12/01/2006

\*\*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) Shares were withheld to satisfy tax withholding resulting from the vesting of 5,000 restricted shares under the Company's Amended and Restated 2004 Stock Incentive Plan.  
  
Includes direct beneficial ownership of: (i) 20,000 unvested restricted shares of common stock that will vest in four equal yearly installments beginning November 30, 2007; (ii) 37,500 unvested restricted shares of common stock that will vest upon achievement by the company of certain operational milestones; and (iii) 3,354 shares of common stock.
- (2) Of these options, 1,333 are currently exercisable and 445 become exercisable on 2/20/07.
- (3) Of these options, 889 are currently exercisable, 441 become exercisable on 2/13/07, 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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