

1 800 CONTACTS INC
Form 4
August 27, 2007

FORM 4

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

OMB APPROVAL

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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 *
BETHERS BRIAN

(Last) (First) (Middle)

66 E WADSWORTH PARK DR
3RD FL.

(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)
08/22/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) or (D) Price | | | |
| COMMON STOCK | 08/22/2007 | | P | 100 A \$ 23.71 | 5,100 | I | footnote (1) |
| COMMON STOCK | 08/22/2007 | | P | 3,557 A \$ 23.75 | 8,657 | I | footnote (1) |
| COMMON STOCK | 08/23/2007 | | P | 200 A \$ 23.71 | 8,857 | I | footnote (1) |
| COMMON STOCK | 08/23/2007 | | P | 100 A \$ 23.74 | 8,957 | I | footnote (1) |
| COMMON STOCK | 08/23/2007 | | P | 1,043 A \$ 23.75 | 10,000 | I | footnote (1) |

COMMON
STOCK

105,000 ⁽²⁾ 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Rights to Buy) | \$ 27.5 | | | | | 07/09/2003 07/09/2008 | Common Stock | 85,000 |
| Options (Rights to Buy) | \$ 22 | | | | | 02/13/2004 ⁽³⁾ 02/13/2009 | Common Stock | 1,262 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BETHERS BRIAN
66 E WADSWORTH PARK DR 3RD FL.
DRAPER, UT 84020

President

Signatures

Brian Bethers 08/27/2007

**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).
- (1) Reflects indirect beneficial ownership of shares of common stock held in trust for Mr. Bethers' children. Mr. Bethers disclaims any beneficial ownership of the shares of common stock held in trust for his children.

Includes: (1) direct beneficial ownership of 32,000 unvested restricted shares of common stock that will vest in four equal yearly installments beginning November 30, 2007; (2) direct beneficial ownership of 60,000 unvested restricted shares of common stock that will vest upon achievement by the Company of certain operational milestones; and (3) direct beneficial ownership of 13,000 shares of common stock.
- (2) Of these options, 947 are currently exercisable and 315 become exercisable on 2/13/08.

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