

STILES ROBERT B
Form 4
February 02, 2005

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 *
STILES ROBERT B

(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)
01/31/2005

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)

SVP & General Counsel

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/01/2005		J ⁽¹⁾	5,175 A	\$ 0 ⁽¹⁾	19,787	D
Common Stock	02/01/2005		F ⁽²⁾	2,715 D	\$ 72.95	17,072	D
Common Stock	02/01/2005		S ⁽³⁾	2,280 D	\$ 72.95	14,792	D
Common Stock						40	I By daughter
Common Stock						627	I By 401(k) Plan

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Class B Stock	02/01/2005	M	2,820	A	\$ 35.375	2,820	D
Class B Stock	02/01/2005	M	2,355	A	\$ 42.375	5,175	D
Class B Stock	02/01/2005	<u>J</u> ⁽¹⁾	5,175	D	\$ 0 ⁽¹⁾	0	D

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Options	\$ 35.375	02/01/2005		M	2,820	06/24/1997 07/31/2006	Class B Stock	
Incentive Stock Options	\$ 42.375	02/01/2005		M	2,355	07/21/1998 07/21/2007	Class B Stock	
Non-Qualified Stock Options	\$ 71.845	01/31/2005		A	17,500	01/31/2006 ⁽⁴⁾ 01/31/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STILES ROBERT B ONE BAUSCH & LOMB PLACE ROCHESTER, NY 14604-			SVP & General Counsel	

Signatures

Jean F. Geisel, by Power of Attorney
02/02/2005

__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) 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.
- (2) Incentive Stock Options shown on Table II for 5,175 shares were exercised with the exercise price paid by delivery of 2,715 shares of previously-owned stock in a transaction exempt under Rule 16b-3.
- (3) Common shares sold pursuant to a Rule 10b5-1 trading plan entered into on February 13, 2004 and amended on October 29, 2004.
- (4) The option becomes exercisable in one-third increments beginning one year from grant date.

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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