

ZEIDNER RONALD JOE  
Form 4  
February 28, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**ZEIDNER RONALD JOE**

(Last) (First) (Middle)

**66 E. WADSWORTH PARK  
DRIVE**

(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)  
**02/01/2007**

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)  
Gen. Counsel/Chief Legal Ofcr

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/01/2007                           |  | A                              |   | 5,000   | A  | \$ 0.01                           |
|                                 |                                      |  |                                |   | 75,049 <sup>(1)</sup>   | D  |                                   |

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)**

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Rights to Buy)                    | \$ 43.75   |                                      |  |                                |   | 09/06/2000 09/06/2010                                    | Common Stock  | 20,000                        |
| Options (Rights to Buy)                    | \$ 34.94   |                                      |  |                                |   | 02/02/2001 02/02/2011                                    | Common Stock  | 4,000                         |
| Options (Rights to Buy)                    | \$ 12  |                                      |  |                                |   | 01/26/2002 01/26/2009                                    | Common Stock  | 20,000                        |
| Options (Rights to Buy)                    | \$ 11.76   |                                      |  |                                |   | 01/26/2002 01/26/2009                                    | Common Stock  | 2,400                         |
| Options (Rights to Buy)                    | \$ 27.5  |                                      |  |                                |   | 02/20/2003 02/20/2008                                    | Common Stock  | 1,778                         |
| Options (Rights to Buy)                    | \$ 22  |                                      |  |                                |   | 02/13/2004 <sup>(2)</sup> 02/13/2009                     | Common Stock  | 1,778                         |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| ZEIDNER RONALD JOE<br>66 E. WADSWORTH PARK DRIVE<br>DRAPER, UT 84020 |               |           | Gen. Counsel/Chief Legal Ofcr |       |

## Signatures

R. Joe Zeidner 02/28/2007

\*\*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).

- Includes direct beneficial ownership of: (1) 20,000 unvested restricted shares of common stock that will vest in four equal yearly installments beginning 11/30/07; (2) 4,000 unvested restricted shares of common stock that will vest in four equal yearly installments beginning 2/25/08; (3) 37,500 unvested restricted shares of common stock that will vest upon achievement by the Company of certain operational milestones; (4) 7,549 shares of vested and unvested restricted shares; and (5) 6,000 shares of common stock.
- (1)
- (2) Of these options, 1,335 are currently exercisable 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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