

PHILLIPS GARY M

Form 4

October 30, 2007

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PHILLIPS GARY M**

(Last) (First) (Middle)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/26/2007**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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)
Common Stock	10/26/2007		D	23,210	D <u>(1)</u> 0	D	
Common Stock	10/26/2007		D	843	D <u>(2)</u> <u>(2)</u> 0	I	By 401(k) Plan
Common Stock	10/26/2007		M	9,592	A <u>(3)</u> 0	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  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options	\$ 29.845	10/26/2007		D	15,000	(5)	02/25/2013	Class B Stock
Non-Qualified Stock Options	\$ 54.26	10/26/2007		D	13,000	(4)	02/02/2014	Common Stock
Non-Qualified Stock Options	\$ 32.615	10/26/2007		D	15,000	(5)	10/07/2012	Class B Stock
Phantom Stock	(3)	10/26/2007		M	6,392	(3)	(3)	Common Stock
Phantom Stock	(3)	10/26/2007		M	773	(3)	01/01/2011(3)	Common Stock
Phantom Stock	(3)	10/26/2007		M	883	(3)	01/01/2011(3)	Common Stock
Phantom Stock	(3)	10/26/2007		M	1,544	(3)	(3)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS GARY M			Vice President	

## Signatures

/s/ Robert D. Bailey,  
attorney-in-fact

10/30/2007

\_\_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).

Disposed of pursuant to agreement and plan of merger by and among issuer, WP Prism Inc. (f/k/a WP Prism LLC) and WP Prism Merger Sub Inc. (the "Merger Agreement") in exchange for \$65.00 per share, without interest, less any applicable withholding tax, on the effective date of the merger.

(2) Shares held in issuer's 401(k) Plan, disposed of pursuant to the Merger Agreement, and cancelled in exchange for an amount in cash, without interest, equal to the merger consideration (\$65.00 per share).

The reported shares of phantom stock were cancelled in the merger pursuant to the Merger Agreement in exchange for a right to receive an amount in cash equal to the product of the number of issuer shares previously subject to such shares of phantom stock and the merger consideration (\$65.00 per share), less any applicable withholding taxes. Each share of phantom stock was the economic equivalent of a share of issuer common stock.

(4) This option was cancelled in the merger pursuant to the Merger Agreement in exchange for an amount in cash, without interest, equal to the product of (1) the number of shares of issuer stock previously subject to such option and (2) the excess, if any, of the merger consideration (\$65.00 per share) over the purchase price per share previously subject to such option, less any required withholding taxes.

(5) This option was cancelled in the merger pursuant to the Merger Agreement. Pursuant to the applicable award agreement, this option was exchanged for a cash payment equal to the product of the number of issuer shares previously subject to such option and the excess, if any, of the highest trading price of issuer common stock during the 60-day period concluding on the date of shareholder approval and adoption of the Merger Agreement over the purchase price per share previously subject to such option, less any required withholding taxes.

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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