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ADVANCED MEDICAL OPTICS INC

Form 424B3

November 05, 2004

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED OCTOBER 5, 2004)

FILED PURSUANT TO RULE 424(b)(3)
REGISTRATION NO. 333-118922

ADVANCED MEDICAL OPTICS, INC.

\$350,000,000

2.50% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE 2024
AND
SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This prospectus supplement supplements the prospectus dated October 5, 2004, as supplemented by the prospectus supplement dated October 19, 2004, relating to the resale by certain of our securityholders of up to \$350,000,000 aggregate principal amount at maturity of our 2.50% Convertible Senior Subordinated Notes due 2024 and the shares of our common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

The information appearing under the heading "Selling Securityholders" in the prospectus is hereby amended by the addition or substitution, as applicable, of the following:

NAME OF SELLING SECURITYHOLDER	AGGREGATE PRINCIPAL AMOUNT OF NOTES THAT MAY BE SOLD	PERCENTAGE OF AGGREGATE PRINCIPAL AMOUNT OF NOTES OUTSTANDING	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1)	PERCENTAGE OF COMMON STOCK OUTSTANDING (2)
BNP Paribas Equity Strategies, SNC (5)	3,023,000	0.86%	60,171	0.1
CooperNeff Convertible Strategies (Cayman) Master Fund, LP.....	2,535,000	0.72%	50,458	0.1
Lyxor/Convertible Arbitrage Fund Limited.....	517,000	0.15%	10,291	
Newport Alternative Income Fund (6)....	910,000	0.26%	18,113	
Silvercreek Limited Partnership (7)....	3,436,000	0.98%	68,392	0.1
Silvercreek II Limited (8).....	2,654,000	0.76%	52,827	0.1
Singlehedge US Convertible Arbitrage Fund.....	803,000	0.23%	15,983	
Sturgeon Limited.....	622,000	0.18%	12,381	
SuttonBrook Capital Portfolio LP.....	2,000,000	0.57%	39,809	0.1
The Drake Offshore Master Fund, Ltd. (9)	14,975,000	4.28%	298,070	0.8
Total.....	\$350,000,000	100.00%	6,966,575 (3)	16.0

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- * Represents less than 0.1%.
- (1) Assumes conversion of all of the holder's notes at a conversion rate of 19.9045 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described under "Description of the Notes -- Conversion Rights." As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future.
 - (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act, using 36,714,366 common shares outstanding as of October 27, 2004. In calculating this amount for each holder, we treat each holder as outstanding the number of shares of common stock issuable upon conversion of all that holder's notes, but we did not assume conversion of any other holder's notes.
 - (3) Represents the number of shares of common stock into which \$350,000,000 aggregate principal amount of notes would be convertible at the conversion rate described in footnote 1 above.
 - (4) Represents the amount which the selling securityholders may sell under this prospectus divided by the sum of the common stock outstanding as of October 27, 2004, plus the 6,966,575 shares of common stock into which the \$350,000,000 aggregate principal amount of notes is convertible.
 - (5) Selling securityholder has identified itself as an affiliate of a broker-dealer. Each selling securityholder has informed us that: (1) such selling securityholder purchased the notes in the ordinary course of business, and (2) at the time that the notes were purchased, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the notes.
 - (6) Includes \$390,000 aggregate principal amount of notes previously reflected in the prospectus dated October 5, 2004, plus an additional \$520,000 aggregate principal amount of notes acquired pursuant to Rule 144A of the Securities Act subsequent to September 29, 2004, the last date information was provided to us for inclusion in such prospectus by the selling securityholders named therein.
 - (7) Includes \$1,620,000 aggregate principal amount of notes previously reflected in the prospectus dated October 5, 2004, plus an additional \$1,816,000 aggregate principal amount of notes acquired pursuant to Rule 144A of the Securities Act subsequent to September 29, 2004, the last date information was provided to us for inclusion in such prospectus by the selling securityholders named therein.
 - (8) Includes \$990,000 aggregate principal amount of notes previously reflected in the prospectus dated October 5, 2004, plus an additional \$1,664,000 aggregate principal amount of notes acquired pursuant to Rule 144A of the Securities Act subsequent to September 29, 2004, the last date information was provided to us for inclusion in such prospectus by the selling securityholders named therein.
 - (9) Includes \$11,475,000 aggregate principal amount of notes previously reflected in the prospectus dated October 5, 2004, plus an additional \$3,500,000 aggregate principal amount of notes acquired pursuant to Rule 144A of the Securities Act subsequent to September 29, 2004, the last date information was provided to us for inclusion in such prospectus by the selling securityholders named therein.

INVESTING IN THE NOTES AND OUR COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES INVOLVES RISKS THAT ARE DESCRIBED IN THE "RISK FACTORS" SECTION OF THE ACCOMPANYING PROSPECTUS BEGINNING ON PAGE 13.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is November 4, 2004.