

IRIDEX CORP  
Form 4  
August 15, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
**HAWKINS JAMES B**

(Last) (First) (Middle)  
**1212 TERRA BELLA AVENUE**  
  
(Street)

**MOUNTAIN VIEW, CA 94043**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**IRIDEX CORP [IRIX]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/13/2014**

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)

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	08/13/2014		M	9,786 A \$ 4.86	41,080	D	
Common Stock	08/13/2014		S	9,786 D \$ 8.1081 (1)	31,294	D	
Common Stock	08/14/2014		M	2,714 A \$ 4.86	34,008	D	
Common Stock	08/14/2014		S	2,714 D \$ 8.0812 (2)	31,294	D	
Common	08/15/2014		M	1,900 A \$ 4.86	33,194	D	

Stock

Common Stock	08/15/2014		S	1,900	D	\$ 8.0703	31,294	D
						<u>(3)</u>		

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option Right to Buy <sup>(4)</sup>	\$ 4.86	08/13/2014		M	9,786	<u>(5)</u> 10/31/2014	Common Stock	9,786
Stock Option Right to Buy <sup>(4)</sup>	\$ 4.86	08/14/2014		M	2,714	<u>(5)</u> 10/31/2014	Common Stock	2,714
Stock Option Right to Buy <sup>(4)</sup>	\$ 4.86	08/15/2014		M	1,900	<u>(5)</u> 10/31/2014	Common Stock	1,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWKINS JAMES B 1212 TERRA BELLA AVENUE MOUNTAIN VIEW, CA 94043		X		

## Signatures

/s/ Susan Bruce, Attorney-in-Fact for James B.  
Hawkins

08/15/2014

\_\_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) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$8.10 to \$8.1375 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(2) The sales price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold, ranging from \$8.00 to \$8.135 per share. Upon request by the Commission staff, the Issuer, or a security holder of Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(3) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$8.00 to \$8.09 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(4) This option was granted pursuant to IRIDEX Corporation's incentive 1998 Stock Plan and is exempt pursuant to Rule 16b-3.

(5) Shares subject to the option are fully vested and immediately exercisable.

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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