

Mackaness James H
 Form 4
 February 07, 2013

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 *
 Mackaness James H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/05/2013 | | M | | 3,000 | A | \$ 2.49 5,000 |
| Common Stock | 02/05/2013 | | S ⁽¹⁾ | | 3,000 | D | \$ 4.7073 2,000 |
| Common Stock | 02/06/2013 | | M | | 3,000 | A | \$ 2.49 5,000 |
| Common Stock | 02/06/2013 | | S ⁽¹⁾ | | 3,000 | D | \$ 4.7073 2,000 |
| Common Stock | 02/07/2013 | | M | | 3,000 | A | \$ 2.49 5,000 |

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Common Stock 02/07/2013 S⁽¹⁾ 3,000 D \$ 4.6584 2,000 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)

| 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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Stock Option Right to Buy ⁽²⁾ | \$ 2.49 | 02/05/2013 | | M | 3,000 | 01/02/2009 ⁽³⁾ 01/02/2015 | Common Stock | 3,000 |
| Stock Option Right to Buy ⁽²⁾ | \$ 2.49 | 02/06/2013 | | M | 3,000 | 01/02/2009 ⁽³⁾ 01/02/2015 | Common Stock | 3,000 |
| Stock Option Right to Buy ⁽²⁾ | \$ 2.49 | 02/07/2013 | | M | 3,000 | 01/02/2009 ⁽³⁾ 01/02/2015 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mackaness James H 1212 TERRA BELLA AVENUE MOUNTAIN VIEW, CA 94043 | | | Chief Financial Officer | |

Signatures

/s/ Susan Bruce, Attorney-in-Fact for James H.
Mackaness

02/07/2013

__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 reported in this Form 4 was pursuant to the Reporting Person's Rule 10b5-1 Selling Plan that was effective March 12, 2012.
- (2) This option was granted pursuant to IRIDEX Corporation's incentive 1998 Stock Plan and is exempt pursuant to Rule 16b-3.
- (3) The shares shall vest as follows: 12/48ths of the shares shall vest 12 months after the Vesting Commencement Date and 1/48th of the shares shall vest each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.