

1 800 CONTACTS INC  
 Form 3/A  
 February 23, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Johnson Frank L                         |         | (Month/Day/Year)                     | 1 800 CONTACTS INC [CTAC]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
|   |         | 10/26/2006                           |  | 11/06/2006   |
| 1270 SIXTH AVENUE, SUITE 2200             |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
|   |         |                                      | <input type="checkbox"/> Officer <input type="checkbox"/> Other                            | <input type="checkbox"/> Form filed by One Reporting Person                      |
|   |         |                                      | (give title below) (specify below)   | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| NEW YORK,Â NYÂ 10020                      |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)         | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)   |
|---|---|--|---|
| Common Stock, par value \$.01 per share | 1,690,335   | I  | See footnotes (1) and (2) <sup>(1)</sup> <sup>(2)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

| Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares | or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|
|---------------------|--------------------|----------------------------------|----------------------------------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Johnson Frank L<br>1270 SIXTH AVENUE, SUITE 2200<br>NEW YORK, NY 10020                                  | X             | X         |         |       |
| LaGrange Capital Administration, L.L.C.<br>1270 AVENUE OF THE AMERICAS SUITE 2200<br>NEW YORK, NY 10020 |               | X         |         |       |
| LaGrange Capital Partners LP<br>1270 AVENUE OF THE AMERICAS, SUITE 2200<br>NEW YORK, NY 10020           |               | X         |         |       |
| LAGRANGE CAPITAL PARTNERS OFFSHORE FUND LTD<br>73 FRONT ST<br>HAMILTON, A1 000000                       |               | X         |         |       |

## Signatures

/s/ Frank LaGrange  
Johnson 02/23/2007

\_\_Signature of Reporting  
Person Date

/s/ Frank LaGrange  
Johnson 02/23/2007

\_\_Signature of Reporting  
Person Date

/s/ Frank LaGrange  
Johnson 02/23/2007

\_\_Signature of Reporting  
Person Date

/s/ Frank LaGrange  
Johnson 02/23/2007

\_\_Signature of Reporting  
Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

LaGrange Capital Partners, L.P. ("LaGrange Capital") directly beneficially owns 1,344,290 shares of Common Stock. LaGrange Capital Partners Offshore Fund, Ltd. ("LaGrange Offshore") directly beneficially owns 326,884 shares of Common Stock. LaGrange Capital Administration ("LaGrange Administration") is the Investment Manager of LaGrange Offshore. Frank LaGrange Johnson directly beneficially own 17,161 shares of Common Stock in an individual retirement account and a personal trading account and also may be deemed to indirectly beneficially own 2,000 shares of Common Stock held by his wife, Susan Ely Johnson.

## Edgar Filing: 1 800 CONTACTS INC - Form 3/A

Mr. Johnson is the sole member of LaGrange Capital Management, L.L.C., the General Partner of LaGrange Capital. Mr. Johnson is also the sole member of LaGrange Administration, which is the Investment Manager of LaGrange Offshore. Mr. Johnson, by virtue of his (2) relationship to LaGrange Capital, LaGrange Offshore, and LaGrange Administration, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of Common Stock which LaGrange Capital, LaGrange Offshore, and LaGrange Administration own. On October 26, 2006, Mr Johnson was appointed to the Board of Directors of 1-800 Contacts, Inc.

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.