

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Mackness James H</u>  (Last) (First) (Middle) 1212 TERRA BELLA AVENUE  (Street) MOUNTAIN CA 94043 VIEW CA 94043  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IRIDEX CORP [ IRIX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO and COO
	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/21/2014		M		1,000	A	\$0.9	3,000	D	
Common Stock	05/21/2014		S <sup>(1)</sup>		1,000	D	\$8.7995	2,000	D	
Common Stock	05/21/2014		M		1,000	A	\$0.9	3,000	D	
Common Stock	05/21/2014		S <sup>(1)</sup>		1,000	D	\$8.7455	2,000	D	
Common Stock	05/21/2014		M		1,000	A	\$0.9	3,000	D	
Common Stock	05/21/2014		S <sup>(1)</sup>		1,000	D	\$8.6435	2,000	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option Right to Buy <sup>(2)</sup>	\$0.9	05/21/2014		M			3,000	01/11/2009 <sup>(3)</sup>	12/11/2015	Common Stock	3,000	\$0	4,000	D	

**Explanation of Responses:**

- The sale reported in this Form 4 was pursuant to the Reporting Person's Rule 10b5-1 Selling Plan effective November 21, 2013.
- This option was granted pursuant to IRIDEX Corporation's 2008 Equity Incentive Plan and is exempt to Rule 16b-3.
- The shares are subject to vesting according to the following schedule: 1/48th of the total number of shares vest each month.

**Remarks:**

/s/ Susan Bruce, Attorney-in-Fact for James H. Mackness 05/22/2014

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.