

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2006-08-03** | Period of Report: **2006-07-26**
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ISSUER

AMERICAN MEDICAL SYSTEMS HOLDINGS INC

CIK: **1114200** | IRS No.: **134018241** | State of Incorporation: **DE** | Fiscal Year End: **1229**
SIC: **3842** Orthopedic, prosthetic & surgical appliances & supplies

Mailing Address
*10700 BREN ROAD WEST
MINNETONKA MN 55343*

Business Address
*10700 BREN ROAD WEST
MINNETONKA MN 55343
9529334666*

REPORTING OWNER

Porter Christopher

CIK: **1299270**
Type: **4/A** | Act: **34** | File No.: **000-30733** | Film No.: **061002196**

Mailing Address
*19756 NE 127TH PLACE
WOODINVILLE WA 98072*

Business Address
425-881-6589

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Porter Christopher			2. Issuer Name and Ticker or Trading Symbol AMERICAN MEDICAL SYSTEMS HOLDINGS INC [AMMD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/26/2006			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		
19756 NE 127TH PLACE			4. If Amendment, Date Original Filed(Month/Day/Year) 07/27/2006					
(Street) WOODINVILLE, WA 98072								
(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)			

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$17.915	07/26/2006		A ⁽¹⁾		10,000		(2)	07/25/2013	Common Stock	10,000	\$ 0	10,000	D	

Explanation of Responses:

- Amended to reflect that this was a grant under Rule 16b-3(d) and not an exercise.
- This option vests with respect to one third of the shares on each of the first three anniversary dates from the date of grant.

Signatures

/s/ Christopher Porter, by Carmen Diersen, attorney-in-fact

08/01/2006

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.