

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2002-12-31**
SEC Accession No. **0000906318-03-000033**

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SUBJECT COMPANY

LCA VISION INC

CIK: **1003130** | IRS No.: **112882328** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: **000-27610** | Film No.: **03546291**
SIC: **8093** Specialty outpatient facilities, nec

Mailing Address
7840 MONTGOMERY ROAD
CINCINNATI OH 45236

Business Address
7840 MONTGOMERY RD
CINCINNATI OH 45236
5137929292

REPORTING OWNER

JOFFE SANDRA F W

CIK: **1030712** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **5**
SIC: **8050** Nursing & personal care facilities

Mailing Address
7840 MONTGOMERY ROAD
CINCINNATI OH 45236

Business Address
7840 MONTGOMERY RD
CINCINNATI OH 45236
5137929292

FORM 5

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

OMB APPROVAL
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ANNUAL 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

___ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
___ Form 3 Holdings Reported
___ Form 4 Transactions Reported

(Print or Type Responses)								
1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Joffe	Sandra	F.W.	LCA-Vision Inc./LCAV			Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Year		
8750 Red Fox Lane						December, 2002		
(Street)						5. If Amendment, Date of Original Month/Year		
Cincinnati, Ohio 45243						7. 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 at the end of Issuer's Fiscal Year (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								96,713	I	By GRAT
Common Stock								624,585 ⁽¹⁾	I	By GRAT
Common Stock								743,940	I	By Spouse
Common Stock								257,543	I	By Spouse's GRAT
Common Stock								1,663,257 ⁽²⁾	I	By Spouse's GRAT
Common Stock								187	D	Jointly with Spouse

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).

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership 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	Amount or Number of Shares				
Option (right to buy)										Common Stock			187	D	

Explanation of Responses:

All amounts reflect a 4 for 1 reverse stock split effective in 2002.

(1) These shares were previously reported as indirectly owned by a GRAT but were contributed to a second grantor retained annuity trust on December 31, 2002.

(2) These shares were previously reported as indirectly owned by a GRAT but were contributed to a second grantor retained annuity trust on December 31, 2002.

2/7/03

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations

/s/Charles F. Hertlein, Jr.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

**Signature of Reporting Person

Date

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

Sandra F.W. Joffe

by Charles F. Hertlein, Jr.,

