

PACKHAM BARRY
Form 4
October 25, 2004

FORM 4

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

OMB APPROVAL

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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 *
PACKHAM BARRY

2. Issuer Name and Ticker or Trading Symbol
SOLA INTERNATIONAL INC
[SOL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10590 WEST OCEAN AIR
DRIVE, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2004

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive VP

SAN DIEGO, CA 92130

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock ⁽¹⁾ <u>(2)</u>	\$ 4.75						⁽³⁾	06/01/2001	Common Stock	5,000
Common Stock ⁽¹⁾ <u>(2)</u>	\$ 14.21						⁽⁴⁾	08/16/2011	Common Stock	8,000
Common Stock ⁽¹⁾ <u>(2)</u>	\$ 11.72						⁽⁵⁾	03/24/2013	Common Stock	16,000
Common Stock ⁽¹⁾ <u>(2)</u>	\$ 18.6	10/21/2004	A	V	10,000		⁽⁶⁾	10/21/2014	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PACKHAM BARRY 10590 WEST OCEAN AIR DRIVE SUITE 300 SAN DIEGO, CA 92130			Executive VP	

Signatures

/s/ Ronald F. Dutt 10/25/2004
 **Signature of Date
 Reporting Person

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) (1) Acquired pursuant to the Sola International option plan - right to buy
- (2) (2) Previously reported
- (3) (3) Vests in five annual installments of 5,000 shares on June 1, 2000, 2001, 2002, 2003 and 2004
- (4) (4) Vests in five annual installments of 4,000 shares on August 16, 2001, 2002, 2004 and 2005
- (5) (5) Vests in five annual installments of 4,000 shares on March 24, 2003, 2004, 2005, 2006 and 2007
- (6)

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(6) Vest in three installments of 2,000 shares on October 21, 2004, 4,000 shares on October 21, 2005 and 4,000 shares on October 21, 2006

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.