

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the month of **February 2005**

Commission File Number 001-31269

ALCON, INC.

(Translation of registrant's name into English)

Bösch 69
P.O. Box 62
6331 Hünenberg, Switzerland
41-41-785-8888
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F ☒ X

Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Indicate by check mark whether by furnishing the information contained in this Form the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒ X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- ☐

Incorporation by Reference

This Report of Foreign Private Issuer on Form 6-K shall be incorporated by reference into the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on April 24, 2002, the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on October 25, 2002 and amended on December 12, 2003 and the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 12, 2003.

DISCRIPTION OF AMENDMENTS TO THE 2002 ALCON INCENTIVE PLAN

The Board of Directors of Alcon, Inc. (the "Corporation") previously adopted the 2002 Alcon Incentive Plan, effective March 18, 2002 (the "2002 Plan"), for the benefit of its employees, non-employee directors and their beneficiaries.

Section 6.1 of the 2002 Plan authorizes the Corporation to amend the 2002 Plan from time to time.

In February 2005, the Board of Directors amended the 2002 Plan effective as of January 1, 2005 to clarify that the Corporation's Compensation Committee may accelerate the vesting, exercise or payment of an award upon a Participant's termination of employment without cause (as determined in accordance with the 2002 Plan's provision), and to allow for the award of restricted stock and restricted stock units to non-employee directors. To effect the foregoing, Sections 3.2(9), 4.2 and 4.5 of the 2002 Plan were amended.

Attached as Exhibit 99.1 is a copy of the 2002 Plan amended effective as of January 1, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Alcon, Inc.
(Registrant)

Date February 16, 2005

By /s/ Guido Koller
Name: Koller, Guido
Title: : Senior Vice President

Date February 16, 2005

By /s/ Stefan Basler
Name: Basler, Stefan
Title: Attorney in Fact