

MENTOR CORP /MN/
Form 4
January 27, 2009

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 *
LEVINE JOSHUA

(Last) (First) (Middle)
201 MENTOR DRIVE
(Street)

SANTA BARBARA, CA 93111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MENTOR CORP /MN/ [MNT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Former Director and Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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)
Common Stock	01/23/2009		D ⁽¹⁶⁾	V Amount (D) Price	115,250 ⁽¹⁷⁾ \$ 31 0	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options, Right to Buy	\$ 21.7	01/23/2009		D ⁽¹⁾	50,000	11/19/2004	11/19/2013	Common Stock	50,000
Options, Right to Buy	\$ 37.7	01/23/2009		D ⁽³⁾	2,652	04/27/2006	04/27/2015	Common Stock	2,652
Options, Right to Buy	\$ 37.7	01/23/2009		D ⁽⁵⁾	147,348	04/27/2006	04/27/2015	Common Stock	147,348
Options, Right to Buy	\$ 21	01/23/2009		D ⁽⁷⁾	35,000	05/21/2004	05/21/2013	Common Stock	35,000
Options, Right to Buy	\$ 19.01	01/23/2009		D ⁽⁹⁾	20,000	05/22/2003	05/22/2012	Common Stock	20,000
Options, Right to Buy	\$ 32.47	01/23/2009		D ⁽¹¹⁾	100,000	05/26/2005	05/26/2014	Common Stock	100,000
Options, Right to Buy	\$ 53.76	01/23/2009		D ⁽¹³⁾	350,000	⁽¹⁵⁾	09/18/2014	Common Stock	350,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVINE JOSHUA 201 MENTOR DRIVE SANTA BARBARA, CA 93111				Former Director and Officer

Signatures

/S/Joseph A. Newcomb,
attorney-in-fact. 01/27/2009

__Signature of Reporting Person

Date

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) These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.
- (2) These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.
- (3) Option cancelled pursuant to the terms of the Merger Agreement.
- (4) Option cancelled pursuant to the terms of the Merger Agreement.
- (5) Option cancelled pursuant to the terms of the Merger Agreement.
- (6) Option cancelled pursuant to the terms of the Merger Agreement.
- (7) These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.
- (8) These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.
- (9) These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.
- (10) These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.
- (11) Option cancelled pursuant to the terms of the Merger Agreement.
- (12) Option cancelled pursuant to the terms of the Merger Agreement.
- (13) Option cancelled pursuant to the terms of the Merger Agreement.
- (14) Option cancelled pursuant to the terms of the Merger Agreement.
- (15) Option cancelled pursuant to the terms of the Merger Agreement.
- (16) Each share of Common Stock disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of December 1, 2008, among Johnson & Johnson, Maple Merger Sub, Inc. and Mentor Corporation in exchange for \$31.00 per share in cash.
- (17) Estimated to include 83,250 shares of common stock to be received in the conversion of a similar number of LTIP Performance Units. The actual number of shares is subject to change upon finalization of the transaction

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.