

MENTOR CORP /MN/

Form 4

January 27, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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 ____ 10% Owner
____ Officer (give title below) ____ 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 (17) 115,250	(A) or (D) Price D \$ 31 0	D	

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

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information contained in this form are not
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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)**

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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.

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