Edgar Filing: MENTOR CORP /MN/ - Form 4

MENTOR CO	ORP /MN/											
Form 4												
November 22	, 2006											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL					
Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer						Expires:	January 31,					
subject to STATEMENT OF CHANGE						CIA	LOW	NERSHIP OF	Estimated a	2005 average		
Section 16	Section 16. SECURITIES							burden hours per				
Form 4 or Form 5			a 1.		a				response	0.5		
obligation	_ ^						-	ge Act of 1934,				
may contin				•	•			f 1935 or Sectio	n			
See Instruc	etion	30(h)	of the Inv	vestment	Company	y Act	of 19	40				
1(b).												
(Print or Type Ro	esponses)											
51	1											
1. Name and Address of Reporting Person <u>*</u> 2. Issuer Name and Ticker or Trading 5.					5. Relationship of Reporting Person(s) to							
FASTER WA	ALTER		Symbol				0	Issuer				
			•	OR CORP	/MN/ [N	(INT]		(0)		、 、		
(Last) (First) (Middle)				Earliest Tra	_	-		(Check all applicable)				
(2000)	(1100)	(initiality)	(Month/D		lisaction			Director	10%	6 Owner		
201 MENTOR DRIVE 11/21				•				Officer (give title Other (specify				
								below)	below)			
				ndment, Dat	e Original			6. Individual or Joint/Group Filing(Check				
				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
CANTA DAI		2111						Form filed by N	1 0			
SANTA DAI	RBARA, CA 9	5111						Person				
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction D	ate 2A. Dee	emed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Yea	ar) Executi	on Date, if TransactionAcquired (A) or					Securities	Form: Direct	Indirect		
(Instr. 3)		any Manth	(D)	Code Disposed of (D)				· · ·	(D) or	Beneficial		
		(Month	h/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)					Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
							Reported			(insu: i)		
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
$\frac{\text{Common}}{\text{Stock } (1) (2)}$	11/21/2006			G	206	D	\$0	100,715	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Transact Code (Instr. 8)	5. tionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other

FASTER WALTER 201 MENTOR DRIVE SANTA BARBARA, CA 93111

Signatures

/S/Loren McFarland attorney-in-fact for "the person this form is being filed"

Director

**Signature of 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) Of the remaining 100,715 shares, 6,386 are unvested restricted shares.
- (2) In addition, Mr. Faster holds 120,000 shares of exercisable stock options at an average exercise price of \$9.39 per share.

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.

11/22/2006

Date