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MENTOR C	CORP /MN/											
Form 4												
January 21, 2	2009											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								PROVAL				
	UNITED	SIAIES			D.C. 2054		JE CO	UNIMISSION	OMB Number:	3235-0287		
Check th	is box		vva	sinigton,	D.C. 2034	9				January 31,		
if no long		MENT O	F CHAN	IGES IN	BENEFIC	TAL	OWN	ERSHIP OF	Expires:	2005		
subject to Section 1	0			SECUR			0 111		Estimated average			
Form 4 c				52001						burden hours per response 0.5		
Form 5	Filed put	rsuant to S	Section 1	6(a) of th	e Securities	s Excl	hange	Act of 1934,				
obligatio may con		(a) of the l	Public U	tility Hold	ding Comp	any A	ct of	1935 or Section	1			
See Instr		30(h)	of the Ir	vestment	Company .	Act o	f 194()				
1(b).												
(Drint on Type)	Desmanaea											
(Print or Type]	Kesponses)											
1. Name and A	Address of Reporting	Person *	2 Issue	r Name and	l Ticker or Tr	ading		5. Relationship of	Reporting Pers	on(s) to		
LEVINE JOSHUA Symbol				r Name and Ticker or Trading				Issuer				
			-	OR CORF	P /MN/ [MI	[TI						
(Last)	(First) (Middle)	3 Date o	f Earliest Tr	ansaction	-		(Check	c all applicable)		
()	(2 - 2 - 3 - 5)			Month/Day/Year)				Director 10% Owner				
			01/16/2	-				Officer (give titleOther (specify				
								below)	below) CEO			
	(Street)		4 If Ame	endment Da	ate Original			6 Individual or Io	int/Group Filin	g(Check		
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
					,			_X_ Form filed by O				
SANTA BA	ARBARA, CA 93	111						Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	75 1.1			••			D (*) 11			
		-					-	iired, Disposed of,		-		
1.Title of Security	2. Transaction Date			3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)				5. Amount of Securities	6. Ownership	7. Nature of Indirect		
(Instr. 3)	(Month/Day/Year)	Execution any	n Date, n					Beneficially	Form: Direct Bene			
(-	/Day/Year) (Instr. 8)					Owned	Ownership			
								Following	Indirect (I)	(Instr. 4)		
						(A)		Reported Transaction(s)	(Instr. 4)			
				Cada V	A	or	D.::	(Instr. 3 and 4)				
Common				Code V	Amount 83,250	(D)	Price					
Stock	01/16/2009			M <u>(1)</u>	(2)	А	\$ 31	148,417.1	D			
					_							
Common Stock	01/16/2009			U <u>(3)</u>	33,167.1 (4)	D	\$ 31	115,250	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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
LTIP Performance Units	\$ 0	01/16/2009		D <u>(5)</u>	83,250 (6)	01/16/2009(7)	03/31/2009	Common Stock	83

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LEVINE JOSHUA 201 MENTOR DRIVE SANTA BARBARA, CA 93111			CEO			
Signatures						
/S/Joseph A. Newcomb, attorney-in-fact.	01/21/2009					
**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) Terminated by its terms, resulting in issuance of 83,250 shares of common stock.
- (2) Terminated by its terms, resulting in issuance of 83,250 shares of common stock.
- (3) 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.
- (4) 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.
- (5) Terminated by its terms, resulting in issuance of 83,250 shares of common stock.
- (6) Terminated by its terms, resulting in issuance of 83,250 shares of common stock.
- (7) Terminated by its terms, resulting in issuance of 83,250 shares of common stock.

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.