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NEWCOME	B JOSEPH A									
Form 4										
January 21,	2009									
FORM		STATES SECU		ND EVC	TT A N		COMMERION		PPROVAL	
	UNITED					GE C	COMMISSION	OMB Number:	3235-0287	
Check th	is box	VV 2	shington,	D.C. 205	49				January 31,	
if no long		IENT OF CHAN	NGES IN I	BENEFI	CIAI	OW	NERSHIP OF	Expires:	2005	
subject to Section 1	0			SECURITIES				Estimated average		
Form 4 c								burden hours per response 0.5		
Form 5	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									
obligatio may con		a) of the Public U	Itility Hold	ling Com	pany	Act of	f 1935 or Section	n		
See Instr		30(h) of the I	nvestment	Company	v Act	of 194	40			
1(b).										
(Print or Type]	Responses)									
(Time of Type)	(tesponses)									
1. Name and A	Address of Reporting I	Person <u>*</u> 2. Issue	er Name and	Ticker or T	rading	g	5. Relationship of Reporting Person(s) to			
NEWCOMB JOSEPH A Symbol			· · · · · · · · · · · · · · · · · ·				Issuer			
		MENT	OR CORP	/MN/ [N	INT]		(Chao	lt oll omnligght	•)	
(Last)	(First) (M	(iddle) 3. Date of	of Earliest Tra	ansaction			(Chec	k all applicable	5)	
		(Month/	Day/Year)				Director		6 Owner	
201 MENT	OR DRIVE	01/16/2	2009				Officer (give below)	titleOth below)	er (specify	
							/	neral Counsel		
	(Street)	4. If Am	endment, Da	te Original			6. Individual or Jo	oint/Group Filin	1g(Check	
			ed(Month/Day/Year)				Applicable Line)			
							X Form filed by C Form filed by M			
SANTA BA	ARBARA, CA 931	111					Person		porting	
(City)	(State)	(Zip) Tat	ole I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	A. Deemed	3.	4. Securit			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)		on Date, if Transaction(A) or Disposed of Code (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)			of	Securities	Form: Direct		
(Instr. 3)		any (Month/Dav/Year)				-	(D) or Indirect (I)	Beneficial Ownership		
		(11011112 uj) 1011	(1115111-0)	(111041-0),	i una c	·)	Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s) (Instr. 3 and 4)			
Common			Code V	Amount 46,250	(D)	Price				
Stock	01/16/2009		M(1)	(2)	А	\$0	64,820	D		
Common Stock	01/16/2009		U <u>(3)</u>	6,570 (4)	D	\$ 31	58,250	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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
LTIP Performance Units	\$ 0	01/16/2009		D <u>(5)</u>	46,250 (6)	(8)	03/31/2009	Common Stock	46,25

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	ationships Officer General Counsel	Other			
NEWCOMB JOSEPH A 201 MENTOR DRIVE SANTA BARBARA, CA 93111			General Counsel				
Signatures							

/S/Joseph A. 01/21/2009 Newcomb

<u>**</u>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 46,250 shares of common stock.
- (2) Terminated by its terms, resulting in issuance of 46,250 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 46,250 shares of common stock.
- (6) Terminated by its terms, resulting in issuance of 46,250 shares of common stock.
- (7) 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.
- (8) Terminated by its terms, resulting in issuance of 46,250 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.

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