

Northup Edward Stanton II
 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 *
 Northup Edward Stanton II

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

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

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

SANTA BARBARA, CA 93111
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/23/2009		D ⁽⁶⁾	V Amount 26,400 ⁽⁷⁾ D \$ 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 of Shares
Options, Right to Buy	\$ 52.68	01/23/2009		D ⁽¹⁾	125,000	02/05/2008	02/05/2017	Common Stock	125,000
Options, Right to Buy	\$ 51.52	01/23/2009		D ⁽³⁾	150,000	⁽⁵⁾	09/18/2014	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Northup Edward Stanton II 201 MENTOR DRIVE SANTA BARBARA, CA 93111				Former 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) Option cancelled pursuant to the terms of the Merger Agreement.
- (2) Option cancelled pursuant to the terms of the Merger Agreement.
- (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) 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.
- (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.

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.