

CONWAY CHRISTOPHER J

Form 4/A

August 29, 2002

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**

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(f) of the
Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires:

PENDING

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hours per response. . . . 0.5

(Print or Type
Responses)

1. Name and Address of Reporting Person* Conway, Christopher (Last) (First) (Middle) 201 Mentor Drive (Street) Santa Barbara, CA 93111 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Mentor Corporation ("MNTR")	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below) President and CEO 7. Individual or Joint/Group Filing (Check Applicable Line) ☐ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		
4. Statement for Month/Year August 2002		
5. If Amendment, Date of Original (Month/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		Code	V	Amount	(A) or (D)	Price			

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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			(Instr. 3, 4 and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
			Code	V	(A)	(D)								
Option to Buy	38.02	5/22/02	A		1		5/22/03	5/22/12	Common Stock	8,750				
Option to Buy	38.02	5/22/02	A		1		5/22/04	5/22/12	Common Stock	8,750				
Option to Buy	38.02	5/22/02	A		1		5/22/05	5/22/12	Common Stock	8,750				
Option to Buy	38.02	5/22/02	A		1		5/22/06	5/22/12	Common Stock	8,750		505,000		

Explanation of Responses:

Table II - Grant of options pursuant to 2000 Stock Option Plan during fiscal 2003.

/S/ADEL MICHAEL

8/29/02

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, on of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure