MENTOR CORP /MN/
Form 4
November 25, 2002

FORM 4

__ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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: January 31,2005
Estimated average burden
hours per response. . . . 0.5

1. Name and Address of Reporting Person*

Scherff, Clarke

2. Issuer Name **and** Tickler or Trading Symbol

Mentor Corporation ("MNTR")

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

___ Director ___ 10% Owner

_**X**__ Officer (give title below)

___ Other (specify below)

_____

Vice President, Regulatory Compliance

(Last) (First) (Middle)
201 Mentor Drive

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year
November 21, 2002

(Street)
Santa Barbara, CA 93111

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)
_X__ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)

Code

V

Amount

(A) or (D)

Price

Common Stock

11/21/02 11/21/02 M

8,000 A 21.375

D

Common Stock 11/21/02 11/21/02 M

5,000 A 23.125

D

Common Stock 11/21/02 11/21/02 M

5,000

A

21.875

D

Common Stock 11/21/02 11/21/02 M 3,000 A 27.125 D Common Stock 11/21/02 11/21/02 M 5,000 A 20.50 D Common Stock 11/21/02 11/21/02 M 5,625 A 15.25 D Common Stock 11/21/02 11/21/02 M 10,000 A 16.625 D Common Stock 11/21/02 11/21/02 M 10,000 A 15.6875 D Common Stock 11/21/02 11/21/02 M 5,000 A 26.61 D Common Stock 11/21/02 11/21/02 S 56,625 D 42.72 300 D

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.Transaction Code (Instr. 8)

5.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

6.Date Exerciseable 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 Following Reported Transaction(s) (Instr. 4)

10.Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)

11.Nature of Indirect Beneficial Ownership (Instr. 4)

Code

V

(A)

(D)

Date Exercisable

Expiration Date

Title

Amount or Number of Shares

Option, Right to Buy

21.375

11/21/02

M

8,000

9/13/96

9/13/05

Common Stock

8,000

Option, Right to Buy 23.125 11/21/02 M 5,000 5/9/97 5/9/06 Common Stock 5,000

Option, Right to Buy

21.875

11/21/02

M

5,000 5/15/98

5/15/07

Common Stock

5,000

Option, Right to Buy 27.125 11/21/02 M 3,000 2/4/99 2/4/08 Common Stock 3,000 Option, Right to Buy 20.50 11/21/02 M 5,000 7/28/99 7/28/08 Common Stock 5,000 Option, Right to Buy 15.25 11/21/02 M 5,625 5/14/00 5/14/09 Common Stock 5,625 Option, Right to Buy 16.625 11/21/02 M 10,000 5/5/01 5/5/10 Common Stock 10,000 Option, Right to Buy 15.6875 11/21/02 M 10,000 10/19/01 10/19/10 Common Stock 10,000 Option, Right to Buy 26.61 11/21/02 M 5,000 5/23/02 5/23/11 Common Stock 5,000 50,875 D

Explanation of Responses:

/S/ADEL MICHAEL
**Signature of Reporting Person

November 22, 2002
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