

MENTOR CORP /MN/

Form 4

August 17, 2006

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVINE JOSHUA

(Last) (First) (Middle)

201 MENTOR DRIVE

(Street)

SANTA BARBARA, CA 93111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/15/2006		M	20,316 A	\$ 9.8438	94,415.1	D
Common Stock	08/15/2006		M	4,684 A	\$ 9.8438	99,099.1	D
Common Stock	08/15/2006		M	7,514 A	\$ 13.305	106,613.1	D
Common Stock	08/15/2006		M	5,260 A	\$ 19.01	111,873.1	D
Common Stock	08/15/2006		S	900 D	\$ 47.13	110,973.1	D

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Common Stock	08/15/2006	S	100	D	\$ 47.12	110,873.1	D
Common Stock	08/15/2006	S	100	D	\$ 47.07	110,773.1	D
Common Stock	08/15/2006	S	900	D	\$ 47.03	109,873.1	D
Common Stock	08/15/2006	S	900	D	\$ 47.02	108,973.1	D
Common Stock	08/15/2006	S	800	D	\$ 47.01	108,173.1	D
Common Stock	08/15/2006	S	3,200	D	\$ 47	104,973.1	D
Common Stock	08/15/2006	S	800	D	\$ 46.99	104,173.1	D
Common Stock	08/15/2006	S	1,900	D	\$ 46.98	102,273.1	D
Common Stock	08/15/2006	S	1,100	D	\$ 46.97	101,173.1	D
Common Stock	08/15/2006	S	900	D	\$ 46.96	100,273.1	D
Common Stock	08/15/2006	S	2,100	D	\$ 46.95	98,173.1	D
Common Stock	08/15/2006	S	1,900	D	\$ 46.94	96,273.1	D
Common Stock	08/15/2006	S	2,800	D	\$ 46.93	93,473.1	D
Common Stock	08/15/2006	S	800	D	\$ 46.92	92,673.1	D
Common Stock	08/15/2006	S	600	D	\$ 46.91	92,073.1	D
Common Stock	08/15/2006	S	800	D	\$ 46.9	91,273.1	D
Common Stock	08/15/2006	S	2,300	D	\$ 46.89	88,973.1	D
Common Stock	08/15/2006	S	2,674	D	\$ 46.88	86,299.1	D
Common Stock	08/15/2006	S	2,400	D	\$ 46.87	83,899.1	D
Common Stock	08/15/2006	S	1,900	D	\$ 46.86	81,999.1	D

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

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(9-02)

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 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 or Number of Shares
Stock Option Award	\$ 9.8438	08/15/2006		M		20,316		09/19/2001	09/19/2010	Common Stock	20,316
Stock Option Award	\$ 9.8438	08/15/2006		M		4,684		09/19/2001	09/19/2010	Common Stock	4,684
Stock Option Award	\$ 13.305	08/15/2006		M		7,514		05/23/2002	05/23/2011	Common Stock	7,514
Stock Option Award	\$ 19.01	08/15/2006		M		5,260		05/22/2003	05/22/2012	Common Stock	5,260

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVINE JOSHUA 201 MENTOR DRIVE SANTA BARBARA, CA 93111			CEO	

Signatures

/S/Josh Levine 08/17/2006
 **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).

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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