

MENTOR CORP /MN/

Form 4

March 06, 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 *
GLOVER EUGENE

(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)

03/06/2006

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2006		D	829,807	D \$ 43 4,857	D	
Restricted Stock	03/06/2006		D	4,857 ⁽¹⁾	D \$ 0 0	D	
Stock option	03/06/2006		M	106,007	A \$ 14.13 106,007	D	
Common Stock	03/06/2006		F	34,833	D \$ 43 71,174	D	
Stock Option	03/06/2006		D	71,174	D \$ 43 0	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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SEC 1474
(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 Options	\$ 43	03/06/2006		M	49,008	10/19/2004 10/19/2010	Mentor Corporation Common Stock 49,000
Stock Option	\$ 43	03/06/2006		M	42,000	05/22/2005 05/22/2012	Mentor Corporation Common Stock 42,000
Stock Option	\$ 43	03/06/2006		M	14,999	05/21/2005 05/21/2013	Mentor Corporation Common Stock 14,999
Stock Option	\$ 0	03/06/2006		F	8,740	05/22/2006 05/22/2012	Mentor Corporation Common Stock 8,740
Stock Option	\$ 0	03/06/2006		F	4,761	05/21/2007 05/21/2013	Mentor Corporation Common Stock 4,761
Stock Option	\$ 0	03/06/2006		F	10,239	05/21/2007 05/21/2013	Mentor Corporation Common Stock 10,239
Stock Option	\$ 0	03/06/2006		F	5,260	05/22/2006 05/22/2012	Mentor Corporation Common Stock 5,260

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GLOVER EUGENE 201 MENTOR DRIVE SANTA BARBARA, CA 93111	X

Signatures

//Loren L. McFarland attorney-in-fact for the person "this form is being filed for"

03/06/2006

__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).
- (1) reflects the termination of restricted stock granted to Mr. Glover that were unvested at the time of his retirement from the issuers board of directors

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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