

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** 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)

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)

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

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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)

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)

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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:

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