

Emmons Michael L
 Form 4
 January 27, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Emmons Michael L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 201 MENTOR DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/23/2009

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

SANTA BARBARA, CA 93111
 (City) (State) (Zip)

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

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 (Instr. 4)
				(A) or (D) Price			
			Code V	Amount (D)			
Common Stock	01/23/2009		D ⁽⁸⁾	3,443 ⁽⁹⁾	\$ 31 0	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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- (7) Option cancelled pursuant to the terms of the Merger Agreement.
- (8) Each share of Common Stock disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of December 1, 2008, among Johnson & Johnson, Maple Merger Sub, Inc. and Mentor Corporation in exchange for \$31.00 per share in cash.
- (9) Each share of Common Stock disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of December 1, 2008, among Johnson & Johnson, Maple Merger Sub, Inc. and Mentor Corporation in exchange for \$31.00 per share in cash.

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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