

CONWAY CHRISTOPHER J
 Form 4
 July 31, 2002
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

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

(Print or Type Responses)

| | | | | | |
|--|--|---|---|--|--|
| 1. Name and Address of Reporting Person* Conway, Christopher | | 2. Issuer Name and Ticker or Trading Symbol Mentor Corporation ("MNTR") | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>President and CEO</u> | |
| (Last) (First) (Middle) 201 Mentor Drive | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Year July 2002 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (Street) Santa Barbara, CA 93111 | | | 5. If Amendment, Date of Original (Month/Year) | | |
| (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) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at End of Month (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 | 7/22/02 | | | 20,000 | A | 26.50 | 609,066 | 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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 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 at | 10. Ownership Form of Derivative Securities Beneficially Owned at | 11. Nature of Indirect Beneficial Ownership |
| | | | | | | | | | | |

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| | | | Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | End of Month (Instr. 4) | End of Month (Instr. 4) | (Instr. 4) |
|---------------|---|--|---------------------|-----|------------------|-----------------|-------|----------------------------|--|-------------------------|-------------------------|------------|
| | | | (Instr. 3, 4 and 5) | (A) | | | | | | | | |
| Code | V | | | | | | | | | | | |
| Option to Buy | | | | | | | | | | 505,000 | | |

Explanation of Responses:

Table II - Outstanding options from various plans and grant dates..

/S/ADEL MICHAEL

7/31/02

**Signature of Reporting Person

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