

MENTOR CORP /MN/
Form 4/A
June 06, 2005

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 *
YOUNG RICHARD

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)
05/23/2005

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

SANTA BARBARA, CA 93111

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/25/2005

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/23/2005		M	26,000 A	\$ 10.937	68,150	D
Common Stock	05/24/2005		M	34,000 A	\$ 10.937	102,150	D
Common Stock	05/23/2005		S	26,000 D	\$ 40.685	76,150	D
Common Stock	05/24/2005		S	34,000 D	\$ 40.422	42,150	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)

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Option, Right to Buy	\$ 10.937	05/23/2005		M	26,000	05/15/2001	05/15/2007	Common Stock	26,000
Option, Right to Buy	\$ 10.937	05/24/2005		M	34,000	05/15/2001	05/15/2007	Common Stock	34,000

Reporting Owners

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

Signatures

/s/ Loren L. McFarland, by power of attorney, Vice President, Chief Financial Officer and Treasurer

06/06/2005

__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).

Remarks:

This Form 4(A) amends and replaces Form 4 filed on 5/25/05; confirmation number 064892-05-000028 and corrects the option

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.