

MENTOR CORP /MN/  
Form 4  
June 03, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
VA PARTNERS LLC

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)  
435 PACIFIC AVENUE, FOURTH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2005

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

(Street)  
SAN FRANCISCO, CA 94133

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

6. 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 Ownership (Instr. 4) |           |   |                      |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----------|---|----------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |           |   |                      |
| Common Stock                    | 06/01/2005                           |                                                    | S                              |                                                                   | 18,000                                                                                        | D                                                        | \$ 41.05                          | 4,631,818 | I | See footnote (1) (2) |
| Common Stock                    | 06/02/2005                           |                                                    | S                              |                                                                   | 482,000                                                                                       | D                                                        | \$ 41.22                          | 4,149,818 | I | See footnote (1) (2) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |         |       |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                  | Director      | 10% Owner | Officer | Other |
| VA PARTNERS LLC<br>435 PACIFIC AVENUE<br>FOURTH FLOOR<br>SAN FRANCISCO, CA 94133 | X             | X         |         |       |
| UBBEN JEFFREY W<br>435 PACIFIC AVENUE, FOURTH FLOOR<br>SAN FRANCISCO, CA 94133   | X             | X         |         |       |
| KAMIN PETER H<br>TWO INTERNATIONAL PLACE, 25TH FLOOR<br>BOSTON, MA 02110         |               |           |         | X     |

## Signatures

VALUEACT CAPITAL MASTER FUND, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER By: /s/ George F. Hamel, Jr. Managing Member 06/03/2005  
 \_\_Signature of Reporting Person Date

VALUEACT CAPITAL PARTNERS CO-INVESTORS, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER By: /s/ George F. Hamel, Jr. Managing Member 06/03/2005  
 \_\_Signature of Reporting Person Date

VA PARTNERS, L.L.C. By: /s/ George F. Hamel, Jr. Managing Member 06/03/2005  
 \_\_Signature of Reporting Person Date

By: /s/ Jeffrey W. Ubben 06/03/2005  
 \_\_Signature of Reporting Person Date

By: /s/ George F. Hamel, Jr. 06/03/2005

\_\_Signature of Reporting Person

Date

By: /s/ Peter H. Kamin

06/03/2005

\_\_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).

- (1) As General Partner of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P.

The reported stock is owned directly by ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P. and indirectly by VA Partners, LLC as general partner of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors,

- (2) L.P. Jeffrey W. Ubben is a director of Mentor Corporation and Managing Member of VA Partners, LLC, the General Partner. Peter H. Kamin and George F. Hamel are Managing Members of VA Partners, LLC, the General Partner. The reporting persons disclaim beneficial ownership of the reported stock except to the extent of their pecuniary interest therein.

### Remarks:

#### Joint Filer Information

Name: ValueAct Capital Master Fund, L.P.

Address: 435 Pacific Avenue, Fourth Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer and Ticker Symbol: Mentor Corporation (MNT)

Date of Event Requiring Statement: June 1, 2005

Name: ValueAct Capital Partners Co-Investors, L.P.

Address: 435 Pacific Avenue, Fourth Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer and Ticker Symbol: Mentor Corporation (MNT)

Date of Event Requiring Statement: June 1, 2005

Name: Jeffrey W. Ubben

Address: 435 Pacific Avenue, Fourth Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer and Ticker Symbol: Mentor Corporation (MNT)

Date of Event Requiring Statement: June 1, 2005

Name: George F. Hamel, Jr.

Address: 435 Pacific Avenue, Fourth Floor, San Francisco, CA 94133

Designated Filer: VA Partners, L.L.C.

Issuer and Ticker Symbol: Mentor Corporation (MNT)

Date of Event Requiring Statement: June 1, 2005

Name: Peter H. Kamin

Address: Two International Place, 25th Floor, Boston, MA 02110

Designated Filer: VA Partners, L.L.C.

Issuer and Ticker Symbol: Mentor Corporation (MNT)

Date of Event Requiring Statement: June 1, 2005

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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