

MENTOR CORP /MN/  
Form 8-A12B  
July 22, 2003

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**MENTOR CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

Minnesota 41-0950791  
(State of incorporation or organization) (IRS Employer Identification No.)  
201 Mentor Drive, Santa Barbara, California 93111  
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  o

Securities Act registration statement  
number to which this form relates: Not Applicable

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
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Common Shares, par value \$.10 per share	New York Stock Exchange
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Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

The authorized capital stock of Mentor Corporation (the "Company" or "Registrant") under its Composite Restated Articles of Incorporation consists of 150,000,000 Common Shares, par value \$.10 per share, (the "Common Shares") of which 46,669,610 shares were outstanding at July 14, 2003. The Common Shares are currently listed on The NASDAQ stock market under the symbol "MNTR." This registration statement on Form 8-A is being filed in connection with the Company's application to transfer the listing of its Common Shares to the New York Stock Exchange, Inc., where upon approval of the listing application, the Common Shares will be traded under the symbol "MNT."

The holders of Common Shares are entitled to one vote per share on all matters to be voted on by shareholders. Shareholders do not have the right to cumulate votes for the election of directors and the vote of the holders of a majority of the voting power of the outstanding Common Shares present and entitled to vote is required to elect each director. The holders of Common Shares are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefore. Upon liquidation or dissolution of the Company, holders of Common Shares are entitled to receive, pro rata, the Company's assets available for distribution after payment of liabilities. No preemptive rights, conversion rights, redemption rights or sinking fund provisions are applicable to the Common Shares. All of the outstanding Common Shares are fully paid and not liable to further call or assessment.

The transfer agent and registrar for the Company's Common Shares is American Stock Transfer, 59 Maiden Lane, New York, New York, 10007.

**Item 2. Exhibits.**

3(a)	Composite Restated Articles of Incorporation of the Company dated December 12, 2002 - Incorporated by reference to Exhibit 3(a) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2003.
3(b)	Amended and Restated Bylaws of Mentor Corporation dated July 15, 2003.
4(a)	Specimen Common Share certificate.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MENTOR CORPORATION

Date: July 22, 2003

By: /s/ Adel Michael

Adel Michael  
Executive Vice President  
and Chief Financial Officer

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**Exhibit 4(a)**





