

SHEPARD PETER
 Form 4
 August 29, 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* Shepard, Peter		2. Issuer Name and Ticker or Trading Symbol Mentor Corporation (MNTR)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Vice President, Sales and Marketing, Urology Products</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 August 2002			
(Street) Santa Barbara, CA 93111		5. If Amendment, Date of Original (Month/Year)		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		
(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			

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 Disposed	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 End of	10. Ownership Form of Derivative Securities Beneficially Owned at End of	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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			of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Month (Instr. 4)	Month (Instr. 4)		
			(Instr. 3, 4 and 5)									
			Code	V	(A)	(D)						
Option to Buy	38.02	5/22/02	A		1		5/22/03	5/22/12	Common Stock	5,250		
Option to Buy	38.02	5/22/02	A		1		5/22/04	5/22/12	Common Stock	5,250		
Option to Buy	38.02	5/22/02	A		1		5/22/05	5/22/12	Common Stock	5,250		
Option to Buy	38.02	5/22/02	A		1		5/22/06	5/22/12	Common Stock	5,250	146,000	D

Explanation of Responses:

Table II: Grant of options pursuant to 2000 Stock Option Plan during fiscal 2003.

/S/ADEL MICHAEL
 **Signature of Reporting Person

8/29/02
 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, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure