

CONWAY CHRISTOPHER J  
 Form 4  
 July 31, 2002  
**FORM 4**

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

OMB APPROVAL  
 OMB Number: 3235-0287  
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STATEMENT OF CHANGES IN BENEFICIAL  
 OWNERSHIP

\_\_\_ Check this box if no  
 longer  
 subject to Section 16.  
 Form 4  
 or Form 5 obligations  
 may  
 continue. See  
 Instruction 1(b).

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*  <b>Conway, Christopher</b>		2. Issuer Name and Ticker or Trading Symbol  <b>Mentor Corporation ("MNTR")</b>		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)  <b>201 Mentor Drive</b>		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year  <b>July 2002</b>		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)  <b>Santa Barbara, CA 93111</b>			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	

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) (D)								
Code	V	(A)	(D)									
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, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure