## Edgar Filing: Northup Edward Stanton II - Form 4

Northup Edw	ard Stanton II										
Form 4											
January 21, 2	2009										
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							APPROVAL			
	UNITEDS	Washington, D.C. 20549							3235-0287		
Check this if no long subject to	er STATEM								January 31 2005 average		
Section 10 Form 4 or		SE				burden hours per					
Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						response	0.5		
obligation	<sup>18</sup> Section $17(a)$						of 1935 or Sectio	m			
may conti <i>See</i> Instru 1(b).	inue.	30(h) of the	•	•	· ·						
(Print or Type R	Responses)										
Northup Edward Stanton II Symbol				er Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
MENIC			(Chec					ck all applicable)			
(Month/Da			Date of Earliest Transaction					1001 0			
			(Month/Day/Year) 01/16/2009				Director 10% Owner Officer (give title Other (specify below) below) Chief Operating Officer				
	(Street)	4. If Aı	nendment, Da	ate Original			6. Individual or Jo	oint/Group Fili	ng(Check		
	ed(Month/Day/Year) Appl _X_				Applicable Line) _X_ Form filed by (						
SANTA BA	RBARA, CA 931	11					Person	store than one re	eporting		
(City)	(State) (2	Zip) Ta	ble I - Non-I	Derivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code	, , , , , , , , , , , , , , , , , , ,			Securities D Beneficially O Owned D	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	Transaction(s) (Instr. 3 and 4)				
Common Stock	01/16/2009		U <u>(1)</u>	458 <u>(2)</u>	D	\$ 31	26,400	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	;	Date	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Northup Edward Stanton II 201 MENTOR DRIVE SANTA BARBARA, CA 93111			Chief Operating Officer				
Signatures							
/S/Joseph A. Newcomb, attorney-in-fact		01/21/200					
<u>**</u> 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).
- Each share of Common Stock disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of December 1, 2008, (1) among Johnson & Johnson, Maple Merger Sub, Inc. and Mentor Corporation in exchange for \$31.00 per share in cash.
- Each share of Common Stock disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of December 1, 2008, (2) among Johnson & Johnson, Maple Merger Sub, Inc. and Mentor Corporation in exchange for \$31.00 per share in cash.

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.