

MENTOR CORP /MN/  
Form 8-K  
December 18, 2003

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

**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
December 16, 2003

**MENTOR CORPORATION**  
(Exact name of registrant as specified in its charter)

Minnesota  
(State or other jurisdiction of  
incorporation or organization)

41-0950791  
(IRS Employer Identification No.)

201 Mentor Drive, Santa Barbara, California 93111  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code:  
(805) 879-6000

**ITEM 5. Other Events and Required FD Disclosure**

On December 16, 2003, Mentor Corporation issued a press release announcing its proposed private placement of \$125 million convertible subordinated notes. On December 17, 2003, Mentor Corporation issued a press release announcing the pricing of its private placement of \$125 million convertible subordinated notes. Copies of these press releases are attached as Exhibit 99.1 and Exhibit 99.2, respectively.

**ITEM 7. Exhibits.**

(c) The following exhibits are being filed herewith:

Exhibit No.    Exhibit Description

99.1            Press release dated December 16, 2003 - "**Mentor Corporation Announces Proposed Private Placement of \$125 million Convertible Subordinated Notes**"

99.2            Press release dated December 17, 2003 - "**Mentor Corporation Prices \$125 million Private Placement of Convertible Subordinated Notes**"

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SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MENTOR CORPORATION

Date: December 17, 2003      /s/CHRISTOPHER J. CONWAY  
Christopher J. Conway, Chairman  
Chief Executive Officer

Date: December 17, 2003      /s/ADEL MICHAEL  
Adel Michael, Vice Chairman  
Chief Financial Officer