

MENTOR CORP /MN/  
Form SC14D9C  
December 01, 2008

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

**SCHEDULE 14D-9  
SOLICITATION/RECOMMENDATION STATEMENT  
PURSUANT TO SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**MENTOR CORPORATION**

(Name of Subject Company)

**MENTOR CORPORATION**

(Name of Person(s) Filing Statement)

**Common Stock, par value \$0.10 per share**

(Title of Class of Securities)

**587188103 (Common Stock)**

(CUSIP Number of Class of Securities)

**Joseph A. Newcomb, Esq.**

**Vice President, General Counsel and Secretary**

**Mentor Corporation**

**201 Mentor Drive**

**Santa Barbara, California 93111**

**(805) 879-6000**

(Name, address and telephone number of person authorized to receive notice and communications on behalf of the person(s) filing statement).

*With a Copy to:*

**Scott M. Stanton, Esq.**

**Morrison & Foerster llp**

**12531 High Bluff Drive**

**San Diego, California 92130**

**(858) 720-5100**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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