

MENTOR CORP /MN/  
Form 8-K/A  
January 31, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**AMENDMENT NO. 1 TO 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)  
**October 5, 2005**

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**MENTOR CORPORATION**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction of  
incorporation)

**0-7955**  
(Commission File Number)

**41-0950791**  
(IRS Employer  
Identification No.)

**201 Mentor Drive  
Santa Barbara, California 93111**  
(Address of principal executive offices, including zip code)

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

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On October 5, 2005, the Compensation Committee of the Board of Directors of Mentor Corporation (the "Company"), granted an award of restricted shares of Company common stock (the "Restricted Stock") to various officers and directors, as described in the Company's filing of Form 8-K on October 11, 2005. The correct number of shares of Restricted Stock issued to Joseph E. Whitters, the Company's Chairman of the Board, should have been 4,857 shares, not 15,000 as previously reported in its October 11, 2005 filing on Form 8-K.

**SIGNATURES**

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.

Date: January 31, 2006	Mentor Corporation /s/Joshua H. By:Levine Joshua H. Levine Chief Executive Officer
Date: January 31, 2006	/s/Loren L. By:McFarland Loren L. McFarland Chief Financial Officer