FORM DEF 14C

Definitive information statements

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FILER

BAUSCH & LOMB INC	Mailing Address	Business Address
CIK:**10427**| IRS No.: **160345235** | State of Incorp.:**NY** | Fiscal Year End: **1231**	*42 E AVE, P O BOX 743*	*ONE LINCOLN FIRST SQ*
Type: **DEF 14C** | Act: **34** | File No.: **001-04105** | Film No.: **94516743**	*ATTN: CORPORATE ACCTG &*	*ROCHESTER NY 14601*
SIC: **3851** Ophthalmic goods	*FINANCIAL REPT*	*7163386000*
	ROCHESTER NY 14603-0743	

March 18, 1994

Securities and Exchange Commission
450 5th Street N.W.
Washington, D.C. 20549

Re: Bausch & Lomb Incorporated
File No. 1-4105

Dear Sirs:

On behalf of Bausch & Lomb Incorporated (the "Company"), proxy materials of the Company for its annual meeting of shareholders to be held on April 26, 1994 are being transmitted electronically to you, in accordance with EDGAR, for filing pursuant to Rule 14a-6(b) of Regulation 14A promulgated under the Securities Exchange Act of 1934.

The proxy materials consist of Schedule 14A, Notice of Meeting, Proxy Statement, Form of Proxy, a cover letter to shareholders and a reservation card. It is intended that copies of the proxy materials will be mailed to shareholders on Monday, March 21.

The filing fee of $125.00 has been transferred to the Commission's account at Mellon Bank in Pittsburgh, Pennsylvania.

The Company's 1993 Annual Report to its shareholders, which will accompany the proxy materials being sent to shareholders, was filed electronically on March 17, 1994 for the Commission's information pursuant to Rule 14a-3(c) of Regulation 14A by Daniels Printing Company in a separate transmission.

Pursuant to Rule 901(d) of Regulation S-T, one paper copy of this filing will be submitted to the Commission within six business days of this date. Paper copies of this filing have been sent to the New York Stock Exchange (to satisfy Rule 14a-6(b) and the rules of the New York Stock Exchange) and Charles C. Leber, the Company's Branch Chief in the Division of Corporation Finance (to satisfy Rule 304(d) of Regulation S-T).

If you have any questions relating to this letter, please contact Jean F. Geisel, Assistant Secretary of the Company, at (716) 338-6010.

Very truly yours,

/s/ Stephen A. Hellrung

Stephen A. Hellrung
Vice President and General Counsel

Paper copies to:
Securities and Exchange Commission
Charles C. Leber, Division Branch Chief
(Via Overnight Courier)
New York Stock Exchange
Sandra Coughlin (Via Overnight Courier)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.   )

Filed by the Registrant X

Filed by a Party other than the Registrant __

Check the appropriate box:

/_ / Preliminary Proxy Statement

/X / Definitive Proxy Statement

/_ / Definitive Additional Materials

/_ / Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

Bausch & Lomb Incorporated
(Name of Registrant as Specified In Its Charter)

Stephen A. Hellrung
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/X / $125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2)

/_ / $500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3)

/_ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

PROXY RULES

1) Title of each class of securities to which transaction applies: Common Stock

2) Aggregate number of securities to which transaction applies: 59,150,228

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:* N/A

4) Proposed maximum aggregate value of transaction: N/A

* Set forth the amount on which the filing fee is calculated and state how it was determined.

/_ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid: N/A

2) Form, Schedule or Registration Statement No.: N/A

3) Filing Party: N/A

4) Date Filed: N/A

Notes:

NOTICE OF
ANNUAL MEETING
and
PROXY STATEMENT

BAUSCH & LOMB
One Chase Square
Rochester, New York 14604

March 21, 1994

Dear Shareholder:

You are cordially invited to attend the 1994 annual meeting of shareholders to be held in Rochester, New York, on Tuesday, April 26, at 10:30 a.m.

In addition to discussing 1993 achievements and important developments within the company, shareholders will consider and act upon matters described in detail in the attached notice of meeting and proxy statement. As is our practice, we will send a report summarizing the meeting proceedings to each registered shareholder, along with the company's first quarter report.

Regardless of your plans for attending in person, your vote is important and we would appreciate the prompt return of your signed proxy card in the enclosed envelope.

I hope you will be present at this year's meeting. If you plan to attend, please also sign and return the enclosed reservation card.

Sincerely,

[DEG Signature]

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The annual meeting of shareholders of Bausch & Lomb Incorporated will be held at The Hyatt Regency Rochester, 125 East Main Street, Rochester, New York, on Tuesday, April 26, 1994, at 10:30 a.m. for the following purposes:

1. To elect five directors to the class whose term will expire in 1997.

2. To approve a Management Executive Incentive Plan, pursuant to Section 162(m) of the Internal Revenue Code.

3. To approve a Long Term Performance Stock Plan I, pursuant to Section 162(m) of the Internal Revenue Code.

4. To ratify the appointment of Price Waterhouse as independent accountants for 1994.

5. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on March 11, 1994 as the record date for the determination of the shareholders entitled to notice of, and to vote at, the meeting.

Shareholders are requested to sign, date and return the enclosed proxy card promptly to ensure its arrival in time for the meeting. If you plan to attend the meeting, please also sign, date and return the reservation card.

The accompanying envelope will not require postage if mailed in the United States.

By Order of the Board of Directors
Jay T. Holmes, Secretary
March 21, 1994
Rochester, New York

PROXY STATEMENT

The enclosed proxy is solicited by authority granted by the Board of Directors of the company on February 11, 1994. When a proxy is returned properly signed, the shares represented thereby will be voted by the proxies in accordance with the shareholder's directions. If the proxy is signed and returned without choices having been specified, the shares will be voted for the election as directors of the persons named herein, for the approval of a Management Executive Incentive Plan and a Long Term Performance Stock Plan I, and for the ratification of the appointment of Price Waterhouse as independent accountants for 1994. If for any reason any of the nominees for election as directors shall become unavailable for election, discretionary authority may be exercised by the proxies to vote for substitutes proposed by the Board of Directors of the company.

If a shareholder is a participant in the Bausch & Lomb Savings Plus Plan or the Dahlberg Incentive Savings Plan, the proxy represents the shares held in such Plans as well as shares registered in the shareholder's name. If a proxy representing shares in the Bausch & Lomb Plan is not returned, those shares will be voted by the trustee of the Plan in accordance with the direction of the majority of shares voted by other participants in the Plan. If a proxy representing shares in the Dahlberg Plan is not returned, those shares will be voted by the trustee of the Plan in the same proportions as those shares for which proxies have been received.

A shareholder giving a proxy has the right to revoke it at any time before it is voted by filing with the Secretary of the company a written notice of revocation, or a duly executed later-dated proxy, or by requesting return of the proxy at the annual meeting of shareholders and voting in person.

Only record holders of voting Common and Class B Stock at the close of business on March 11, 1994 are entitled to notice of, and to vote at, the annual meeting of shareholders. As of February 11, 1994, the company had outstanding 59,150,228 shares of voting stock consisting of 58,632,444 shares of Common Stock and 517,784 shares of Class B Stock, each entitled to one vote per share at the annual meeting of shareholders.

The approximate date on which the enclosed form of proxy and this proxy statement are first being sent to shareholders is March 21, 1994.

Board of Directors

The Board of Directors of the company met six times in 1993. All of the directors attended 75% or more of the aggregate number of applicable Board and committee meetings held during the year.

Board members who are not employees of the company receive an annual retainer of $25,000, a fee of $2,000 for each Board meeting, $1,000 for each committee meeting held on the same day as a Board meeting, and $2,000 for each committee meeting held on a day other than a Board meeting day. In addition, Board members who chair committees and are not employees of the company receive a $3,000 annual fee.

Under the 1990 Stock Incentive Plan, each year non-employee directors also receive non-qualified, fully vested options to purchase shares of Class B Stock of the company. The number of options is determined by a fixed formula set forth in the Plan, and the exercise price of all such options is determined by the market value of the company's Common Stock on the date of grant. For fiscal year 1993, each non-employee director was granted 1,549 options for Class B shares.

The company maintains a charitable contribution program, under which charitable contributions in the amount of $250,000 are made on behalf of each director who attains five years of service with the company, payable at the director's death. The company maintains insurance on the lives of its directors to fund this program and requires that each organization designated by a director to receive a contribution be a bona fide, tax-exempt charitable organization.

Committees of the Board

The Board has established four standing committees to assist it in carrying out its responsibilities: the Executive Committee, Audit Committee, Committee on Directors and Committee on Management.

The members of the Executive Committee are William Balderston III, Daniel E. Gill, John R. Purcell, Robert L. Tarnow, William H. Waltrip and Ronald L. Zarrella. This committee met four times in 1993 and, with certain exceptions, possesses all of the authority of the full Board.

The members of the Audit Committee are Linda Johnson Rice, Alvin W. Trivelpiece and Kenneth L. Wolfe. This committee has responsibility for reviewing the scope and results of the independent accountants' annual examination of the company's consolidated financial statements; reviewing the overall adequacy of internal controls with the company's internal auditors; recommending to the Board of Directors the appointment of the independent accountants; and providing for direct communications between the Board of Directors and the independent accountants and internal auditors. The committee met three times in 1993.

The members of the Committee on Directors are William Balderston III, John R. Purcell, Robert L. Tarnow and William H. Waltrip. The committee, which met three times in 1993, is responsible for making recommendations to the Board on all matters relating to directors, including compensation of directors and composition of the Board of Directors. It also considers nominees for directors, including those recommended by shareholders. The company's By-Laws provide that shareholder submissions must include sufficient biographical information concerning the recommended individual, including age, address, employment history and board memberships, if any. Shareholder recommendations must be received at the above offices of the company no fewer than 90 days prior to the date of the annual meeting of shareholders to be considered for nomination at such annual meeting. The By-Laws also provide that any candidate nominated must submit a signed statement to the Secretary of the company that he or she consents to being a nominee and, if elected, intends to serve as a director. Such statement must be received by the Secretary at least 24 hours prior to the date of the annual meeting of shareholders at which the election will be conducted.

The members of the Committee on Management are Franklin E. Agnew, Bradford R. Boss and Ruth R. McMullin. This committee has general responsibility for recommending to the Board remuneration for the Chairman and determining the remuneration of other officers elected by the Board; approval of payments under the company's Executive Incentive Compensation Plan; granting options under and otherwise administering the company's stock incentive plans; and approval and administration of any other compensation plans in which officers elected by the Board are eligible to participate. The committee also reviews and ensures that a process is in place to provide continuity and succession of officers and key employees. The committee met four times in 1993.

Compensation Committee Interlocks and Insider Participation

Mr. Boss, who serves on the company's Committee on Management, also serves as chairman of the A. T. Cross Company. Mr. Thomas C. McDermott, who retired as president and chief operating officer of Bausch & Lomb in 1993, also serves on the Board of Directors of the A. T. Cross Company.

Election of Directors

The Board of Directors currently has 13 members and, pursuant to the company's By-Laws, is divided into three classes, for which the terms of office will expire, respectively, on the dates of the annual meetings of shareholders in 1994, 1995 and 1996. One class is elected each year to serve for three years.

Directors are elected by a plurality of the votes cast by the holders of the company's Common and Class B Stock at a meeting at which a quorum of shares is represented. This means that those nominees receiving the largest number of votes cast are elected, up to the maximum number of directors to be elected at the meeting. As a result, any shares not voted (whether by abstention, broker non-vote or otherwise) have no impact on the election of directors, except to the extent that the failure to vote for a particular nominee may result in another nominee receiving a larger number of votes.

The directors whose terms expire at the 1994 annual meeting of shareholders are Franklin E. Agnew, Daniel E. Gill, Ruth R. McMullin, Linda Johnson Rice and Robert L. Tarnow. The Board of Directors has therefore fixed the number of directors to be elected at the 1994 Annual Meeting of Shareholders at five. Messrs. Agnew, Gill and Tarnow, and Mmes. McMullin and Rice are nominated to stand for re-election to serve until the 1997 annual meeting. The names of, and certain information with respect to, the persons nominated for election as directors, as well as those directors continuing in office, are presented on the following pages.

Nominees for Election as Directors

Term Expiring 1997

[Picture of Franklin E. Agnew]

Franklin E. Agnew
Director Since: 1982
Age: 59
Stock Owned: 13,509 shares (includes 9,509 options)

Principal Occupation: Business Consultant.

General Background: Mr. Agnew serves as a business consultant to private industry and since 1987 has been associated with Grant Peacock & Co., an investment firm. From 1989 until 1990, Mr. Agnew was trustee in reorganization of Sharon Steel Corporation. From 1971 until 1986, Mr. Agnew was a director of H. J. Heinz Company, a worldwide provider of processed food products and services, and from 1973 until 1986 was a group executive with responsibility for various Heinz affiliates. Mr. Agnew is a director of John Wiley & Sons, Inc.

[Picture of Daniel E. Gill]

Daniel E. Gill
Director Since: 1978
Age: 57
Stock Owned: 275,818 shares (includes 165,894 options)

Principal Occupation: Chairman and Chief Executive Officer, Bausch & Lomb Incorporated.

General Background: Mr. Gill has served as chief executive officer of the company since 1981 and was named chairman in 1982. He joined Bausch & Lomb in 1978 and was named chief operating officer of the company in 1980. Mr. Gill came to Bausch & Lomb from Abbott Laboratories, where he had been president of the Hospital Products Division and a corporate vice president. Mr. Gill is a director of Reebok International, Ltd., Rochester Telephone Corporation and Welch Allyn Incorporated.

[Picture of Ruth R. McMullin]

Ruth R. McMullin
Director Since: 1987
Age: 52
Stock Owned: 10,699 shares (includes 6,439 options)

Principal Occupation: President and Chief Executive Officer, Harvard Business School Publishing Corporation.

General Background: Mrs. McMullin has served since 1992 as president and chief executive officer of the Harvard Business School Publishing Corporation. From 1990 to 1992, Mrs. McMullin was a consultant to private industry, and from 1991 to 1992 she was also acting chief executive officer of UNR Industries, Inc. and a member of that company's chairman's committee. From 1989 to 1990, Mrs. McMullin was president and chief executive officer of John Wiley & Sons, Inc., a publishing company. She joined that company as executive vice president and chief operating officer in 1987. She is a director of Fleet Financial Group, Inc., Middlesex Mutual Assurance Company and UNR Industries, Inc.

[Picture of Linda Johnson Rice]

Linda Johnson Rice
Director Since: 1990
Age: 36
Stock Owned: 8,581 shares
(includes 6,581 options)

Principal Occupation: President and Chief Operating Officer, Johnson Publishing Company, Inc.

General Background: Mrs. Johnson Rice is president and chief operating officer of Johnson Publishing Company. In addition to management of the company, she oversees the editorial content of Ebony, Jet and Ebony Man magazines. She is also creative consultant for Fashion Fair Cosmetics, a division of Johnson Publishing, and she is executive producer of Ebony/Jet Showcase, a nationally syndicated magazine show. Mrs. Johnson Rice is a director of the Continental Bank Corporation and The Dial Corp.

[Picture of Robert L. Tarnow]

Robert L. Tarnow
Director Since: 1984
Age: 69
Stock Owned: 14,125 shares
(includes 7,439 options)

Principal Occupation: Chairman of the Board, Goulds Pumps, Inc.

General Background: Mr. Tarnow has served since 1978 as chairman of the board of Goulds Pumps, Inc., a water systems and industrial pumping equipment manufacturer. He joined that firm in 1951 and previously served as president and chief executive officer. He is a director of Raymond Corporation, Graham Corp. and Utica Mutual Insurance Company.

Directors Continuing in Office - Term Expiring 1995

[Picture of William Balderson III]

William Balderston III
Director Since: 1989
Age: 66
Stock Owned: 9,639 shares
(includes 7,439 options)

Principal Occupation: Retired. Formerly Executive Vice President, The Chase Manhattan Bank, N.A.

General Background: Mr. Balderston held various executive positions from 1966 until his retirement in December 1993 with The Chase Manhattan Bank and its predecessor banks. He was elected president of Chase Lincoln First Bank in 1980, chief executive officer in 1984 and chairman in 1986. He was named executive vice president of The Chase Manhattan Bank and vice chairman of Chase Lincoln First Bank in 1991. Mr. Balderston is a director of Rochester Gas and Electric Corporation.

During 1993, the company paid The Chase Manhattan Bank, N.A. $934,502 under two long-term leases for office space at One Chase Square in Rochester, New York.

[Picture of Bradford R. Boss]

Bradford R. Boss
Director Since: 1986
Age: 61
Stock Owned: 12,709 shares
(includes 9,509 options)

Principal Occupation: Chairman of the Board, A. T. Cross Company.

General Background: Mr. Boss has served since 1979 as chairman of the board and from 1979 to 1993 as chief executive officer of the A. T. Cross Company, a manufacturer of writing instruments. From 1971 to 1979 he served as president. Mr. Boss is a director of Fleet Financial Group, Inc.

[Picture of Kenneth L. Wolfe]

Kenneth L. Wolfe
Director Since: 1989
Age: 55
Stock Owned: 9,593 shares
(includes 7,439 options)

Principal Occupation: Chairman of the Board and Chief Executive Officer, Hershey Foods Corporation.

General Background: Mr. Wolfe has served since January 1994 as chairman and chief executive officer of Hershey Foods Corporation, a food products manufacturing firm. He joined that firm in 1968 and held various executive positions before being appointed vice president and chief financial officer in 1981. In 1984, Mr. Wolfe was named senior vice president. From 1985 until December 1993, he was president and chief operating officer. Mr. Wolfe is a director of the Hershey Trust Company.

[Picture of Ronald L. Zarrella]

Ronald L. Zarrella
Director Since: 1993
Age: 44
Stock Owned: 112,950 shares
(includes 81,312 options)

Principal Occupation: President and Chief Operating Officer, Bausch & Lomb Incorporated.

General Background: Mr. Zarrella's career with Bausch &

Lomb began in 1985 when he joined the company's former International Division as president of operations for Far East, Latin America and Canada. He was made corporate vice president and president of subsidiary operations in 1986, and was named senior vice president and president of the International Division in 1987. He was elected executive vice president of the company in 1992, and was named president and chief operating officer in 1993. From 1980 until 1985, Mr. Zarrella held executive positions with International Playtex. He is a director of Fleet Bank of New York.

Directors Continuing in Office

Term Expiring 1996

[Picture of Jay T. Holmes]

Jay T. Holmes
Director Since: 1986
Age: 51
Stock Owned: 93,847 shares
(includes 50,478 options)

Principal Occupation: Senior Vice President - Corporate Affairs and Secretary, Bausch & Lomb Incorporated.

General Background: Mr. Holmes joined Bausch & Lomb in 1981 as vice president, general counsel and secretary. He was named senior vice president - corporate affairs and secretary in 1983. From 1971 to 1981, he held several positions in the law division of A. E. Staley Manufacturing Company and, for the last six of those years, served as its general counsel. Mr. Holmes is a director of Rochester Gas and Electric Corporation and Blue Cross and Blue Shield of the Rochester Area.

[Picture of John R. Purcell]

John R. Purcell
Director Since: 1976
Age: 62
Stock Owned: 19,509 shares
(includes 9,509 options)

Principal Occupation: Chairman and Chief Executive Officer, Grenadier Associates, Ltd.

General Background: Mr. Purcell has served since 1989 as chairman and chief executive officer of Grenadier Associates, Ltd., a venture banking firm. Since 1991, he has also served as chairman of Donnelley Marketing, Inc., a data-based direct marketing company. From 1987 until 1990, he served as chairman of Mindscape, Inc., an educational and entertainment computer software company. From 1987 until 1989, Mr. Purcell served as chairman of Fairfield Publishing Company, a magazine publisher. Mr. Purcell served from 1982 until 1986 as chairman and president of SFN Companies, Inc., a communications company. He is a director of Omnicom Group, Inc., Playboy Enterprises, Inc., Donnelley Marketing, Inc. and Technology Solutions Company.

[Picture of Alvin W. Trivelpiece]

Alvin W. Trivelpiece, Ph.D.
Director Since: 1989
Age: 63
Stock Owned: 9,181 shares
(includes 6,581 options)

Principal Occupation: Director, Oak Ridge National Laboratory and Vice President, Martin Marietta Energy Systems, Inc.

General Background: Dr. Trivelpiece has served since 1989 as director of the Oak Ridge National Laboratory, a multi-program science and energy research laboratory managed by Martin Marietta Energy Systems, Inc. for the U.S. Department of Energy. He also serves as a vice president of Martin Marietta Energy Systems, Inc., which manages several other Department of Energy facilities. He was director of the Office of Energy Research for the U.S. Department of Energy from 1981 to 1987. From 1987 to 1989, he was the executive officer of the American Association for the Advancement of Science.

[Picture of William H. Waltrip]

William H. Waltrip
Director Since: 1985
Age: 56
Stock Owned: 8,977 shares
(includes 6,581 options)

Principal Occupation: Chairman and Chief Executive Officer, Technology Solutions Company

General Background: Mr. Waltrip has served since September 1993 as chairman and chief executive officer of Technology Solutions Company, a systems integration company. He was chairman and chief executive officer of Biggers Brothers, Inc., a food service distribution company, from 1991 to September 1993, and was a consultant to private industry from 1988 to 1991. From 1985 to 1988, he served as president and chief operating officer of IU International Corporation, a transportation, environmental and distribution company. Earlier, he had been president, chief executive officer and a director of Purolator Courier Corporation. He is a director of Recognition Equipment, Inc., Teachers Insurance and Annuity Association and Thomas & Betts Corporation.

<TABLE>

Security Ownership of Certain Beneficial Owners and Management

Beneficial Owners of More than 5% of the Company's Voting Stock

<CAPTION>

Name and Address of Beneficial Owners	Number of Shares	Percent of Outstanding Voting Stock
<S>	<C>	<C>
Cooke & Bieler, Inc.	3,890,150 <F1>	6.6%

1700 Market Street
Suite 3222
Philadelphia, PA 19103

Mellon Bank Corporation 3,658,000 <F2>   6.2%
One Mellon Bank Center
Pittsburgh, PA 15258

<FN>
<F1> Shares are as of January 31, 1994 and include 3,075,100 shares with respect to which there is sole power to vote and 3,685,450 shares with respect to which there is sole power of disposition.

<F2> Shares are as of February 15, 1994 and include 1,824,000 shares with respect to which there is sole power to vote; 229,000 shares with respect to which there is shared power to vote; 1,860,000 shares with respect to which there is sole power of disposition; and 1,798,000 shares with respect to which there is shared power of disposition.

</TABLE>

Security Ownership of Management

Bausch & Lomb's management believes it is important to align the financial interests of corporate executives with those of shareholders. Accordingly, the company has established specific guidelines relating to the minimum amount of company stock which officers are expected to own on a direct basis, meaning stock which is at risk in the market, not simply held under option. The company's current guidelines call for each officer to own stock which has a value within a range of two-to-five times that individual's annual salary, depending on his or her level of responsibility as discussed in the Report of the Committee on Management on page 14.

Presented below is information concerning the amount of company stock beneficially owned by each director and director nominee, each non-director officer named in the Summary Compensation Table appearing on page 22 and 23, and all directors and officers of the company as a group. All numbers stated are as of February 11, 1994, and include beneficial ownership of shares of Common and Class B Stock, which are identical with respect to dividend and liquidation rights and vote together as a single class for all purposes.

Except for Class B Stock, which is transferable only in accordance with the terms of the company's stock incentive plan under which it was acquired, and except as otherwise indicated, sole voting and investment power exists with respect to all shares listed as beneficially owned. No individual named below beneficially owns more than 1% of the company's outstanding voting stock, and the shares beneficially owned by all directors and officers as a group constitute 2% of the company's outstanding voting stock.

<TABLE>
<CAPTION>

    Name of   Amount and Nature

Beneficial Owner	of Beneficial Ownership
<S>	<C>
Franklin E. Agnew	13,509 <F1>
William Balderston III	9,639 <F2>
Bradford R. Boss	12,709 <F1>
Daniel E. Gill	275,818 <F3>
Jay T. Holmes	93,847 <F4>
Harold O. Johnson	128,754 <F5>
James E. Kanaley	86,939 <F6>
Ruth R. McMullin	10,699 <F7>
John R. Purcell	19,509 <F1>
Linda Johnson Rice	8,581 <F8>
Robert L. Tarnow	14,125 <F2>
Alvin W. Trivelpiece	9,181 <F8>
William H. Waltrip	8,977 <F8>
Kenneth L. Wolfe	9,593 <F2>
Ronald L. Zarrella	112,950 <F9>
All Directors and Officers as a group (36 persons)	1,419,501

<FN>
<F1> Includes 9,509 shares which may be acquired within 60 days through the exercise of stock options.

<F2> Includes 7,439 shares which may be acquired within 60 days through the exercise of stock options.

<F3> Includes 165,894 shares and 6,891 shares, respectively, which may be acquired within 60 days through the exercise of stock options and acquired under the Savings Plus Plan.

<F4> Includes 50,478 shares and 2,731 shares, respectively, which may be acquired within 60 days through the exercise of stock options and acquired under the Savings Plus Plan.

<F5> Includes 88,632 shares and 4,286 shares, respectively, which may be acquired within 60 days through the exercise of stock options and acquired under the Savings Plus Plan.

<F6> Includes 63,556 shares and 2,994 shares, respectively, which may be acquired within 60 days through the exercise of stock options and acquired under the Savings Plus Plan.

<F7> Includes 6,439 shares which may be acquired within 60 days through the exercise of stock options.

<F8> Includes 6,581 shares which may be acquired within 60 days through the exercise of stock options.

<F9> Includes 81,312 shares and 1,405 shares, respectively, which may be acquired within 60 days through the exercise of stock options and acquired under the Savings Plus Plan.

</TABLE>

The company's directors and officers are required to file reports with the Securities and Exchange Commission concerning their ownership of company stock. Based on its review of such reports, the company believes that all filing requirements were met by its directors and officers during 1993.

Executive Compensation

Report of the Committee on Management

The Committee on Management of the Board of Directors, composed of three non-employee directors of the company, is charged with overseeing executive compensation, the organizational structure of the company, and continuity of the organization through succession planning for senior executive positions in the company. The Committee on Management meets at least three times a year and reviews and approves the design of executive incentive and stock plans, reviews and approves individual awards for senior officers of the company, reviews the planning and progress of any restructuring of the organization, insures that there is a process in place for management continuity, and reviews succession plans for all officer positions and other key executives. In advance of each meeting, management reviews the agenda with the committee chair and, prior to the meeting, each committee member receives a complete briefing book, which details each topic to be considered by the committee.

Compensation Philosophy and Policy

The executive compensation plan at Bausch & Lomb is designed to reward and motivate executives responsible for attaining financial and strategic objectives which are essential for Bausch & Lomb's success and for the continued growth in shareholder value. The plan is also structured to attract and retain the highest caliber executives.

The Bausch & Lomb program provides a competitive level of total compensation and offers incentive and equity ownership opportunities closely linked to annual and long-term company performance and to shareholder returns. The company believes that it is in the best interest of its shareholders to reward executives through the use of such incentive programs when performance expectations are achieved.

To maintain a fair and competitive level of compensation, the company commissions an independent consulting firm to conduct an annual survey of executive compensation in a group of 14 companies engaged in production of prescription and over-the-counter health care products. This annual survey compares Bausch & Lomb's total executive compensation opportunity (salary and short- and long-term incentives) to the compensation of matched jobs in the peer group of companies, based on the relative size of the company or the division which the executive leads. The study includes base compensation, as well as annual incentives and long-term incentives, including stock based compensation. The aggregate compensation package is targeted to pay at the 66th percentile, but only if aggressive performance criteria are achieved (i.e., if financial performance and stock appreciation meet expectations). The relative financial performance of Bausch & Lomb and its peer group, together with the compensation survey results, are reviewed by the Committee on Management at least annually.

The surveyed companies were selected based on the following criteria: (i) the similarity of their product lines to those of Bausch & Lomb; (ii) the competitive market for executive talent; and (iii) the availability of compensation data provided confidentially to a third party. Thus, while a majority of the companies included in the compensation survey are also part of the industry group presented in the Performance Graph on page 32, the groups are not identical.

After consideration of the survey data, business objectives, and compensation philosophy and strategy, the Committee on Management determines targeted levels of base compensation, long- and short-term incentives, and stock options for the officers of the company. In approving salary and incentive payments for individuals other than Mr. Gill, the committee also considers recommendations made by Mr. Gill.

The compensation plan for executives is reviewed for its total value, and also for its mix of compensation vehicles. For the senior officers presented in this proxy statement, the compensation package emphasizes variable (performance driven) over fixed (base) compensation, and balances annual and longer term incentives. The key elements of Bausch & Lomb's executive compensation include base pay, incentive awards based on annual and long-term performance, and stock options. Each of these elements will be reviewed in greater detail in the following sections.

Base Pay

Base pay levels and increases for each officer take into consideration the individual's current performance, experience, the scope and complexity of his or her position and the competitive marketplace for comparable positions at peer companies. Base pay for officers is reviewed twice each year, and generally adjusted annually. In 1993, the company's average officer base compensation was 4% below the targeted percentile.

For Mr. Gill, the committee recommended and the Board of Directors approved a base salary of $950,000 for 1993. In determining this salary, the Board took into consideration the targeted percentile for aggregate compensation, the chief executive officer compensation (on a size adjusted basis) and compensation forecasts among the surveyed companies, as well as the 1993 performance of the company, Mr. Gill's leadership role, and Mr. Gill's twelve years of service as CEO of the company. Based on this overall assessment of service, performance and leadership, Mr. Gill's 1993 base pay was set at 10% above the midpoint of his salary grade.

Annual Incentive Awards

Under the company's Executive Incentive Compensation Program, corporate officers are eligible for annual incentive awards, which are based on a combination of corporate, division and individual performance. Based on competitive survey data, bonus targets and maximum bonus potential were increased for the 1993 incentive cycle. The bonus target for each officer is expressed as a percentage of base pay, falling within a range of 30-65%, depending upon the position. This represents increases of 1-5% for the officer group. The increases effected in 1993 brought annual incentive targets to just below the average or 50th percentile of the peer group. Those percentages are based on a review of competitive bonus targets (also assessed annually in the survey of peer companies), and the company's strong emphasis on performance-related compensation. The minimum payout is zero, and the maximum payout is 175% of the target payment.

Under the annual incentive plan, objectives are established at the beginning of each year. Minimum and maximum performance levels are also defined. An individual's objectives may include corporate, division or individual goals or some combination of these. Mr. Gill's goals are based solely on the overall performance of the company. Company goals currently include the following criteria and weightings: sales growth, 30%; earnings growth, 30%; return on equity, 30%; and improvement in aggregate customer satisfaction ratings from operating divisions, 10%.

Bausch & Lomb establishes aggressive goals, with a significant increase or reduction in incentive payments if actual performance exceeds or fails to meet specified levels. In 1993, our sales and earnings growth far exceeded that of the comparator group. However, due to the company's aggressive incentive targets, it achieved aggregate performance only slightly above its goals. Bausch & Lomb's performance in 1993 resulted in a bonus of $680,000 for Mr. Gill. Incentive payouts for Messrs. Kanaley and Johnson were modified 11% and 4%, respectively, beyond calculated results, because the actual performance was substantially in excess of the maximum goal. For Messrs. Gill, Zarrella and Holmes, whose bonuses are based solely on corporate financial goals, payouts were made based on annual results without consideration of a one-time restructuring reserve which primarily relates to future actions.

Long-Term Incentive Awards

Bausch & Lomb offers a package of long term incentives including stock options and a long term performance plan. It should be noted that while the total value achieves the targeted percentile for aggregate compensation, the company has chosen to offer fewer stock grants than are prevalent in peer companies, stock options below the targeted percentile, and a long term performance plan which has greater value than the targeted percentile. This decision is consistent with the overall company emphasis on performance based plans, aligned with increase in shareholder value.

Officers of the company may be designated to participate in the company's current Long Term Performance Stock Plan I. For the top four corporate positions, which comprise membership on the company's Management Executive Committee, three-year goals of cumulative sales growth and return on equity are set annually by the Committee on Management. The performance matrix is relatively more sensitive to each percent of return on equity improvement than to each percent of sales growth. The targets are based on Bausch & Lomb's long-term strategic plans and historic analysis of Bausch & Lomb and its peer companies' performance.

For cycles starting in 1993, for officers who head major business units, three-year goals are based on key strategic financial measures for that operating unit such as sales and earnings growth, product development and manufacturing costs. The company has set targets for officers in staff positions relevant to their functions, and those officers are also rated on overall corporate performance with respect to return on equity and sales growth.

The target award for each officer is based on the scope and complexity of the position and competitive compensation data. At the beginning of each three-year cycle, the executive is credited with stock-related performance units valued at one-half the target award for that cycle. During the cycle, the only payments actually received are "dividend equivalents" on the performance units equal to the dividends paid to shareholders on an equivalent number of shares of Common Stock. The award at the end of the cycle is based on actual performance compared to the defined goals. Generally, half of the award is paid in cash, and the remainder is paid by converting the performance units (adjusted to reflect actual performance) into stock. The plan is thus aligned with both financial results and shareholder value, as the percentage payout of cash and units varies with financial performance, and the value of the units varies with the stock price. For the cycle beginning in 1993, the cash payout may range from 0-200%, and the performance unit payout may range from 50-200%, of the targeted award.

The Committee on Management approved a payout of 90% of target to the participants for the cycle completed in 1993 based on the company's sales growth and return on equity. This payout was also made without consideration of a one-time restructuring reserve which primarily relates to future actions. Mr. Gill received a payout of $159,593 in cash and 4,214 shares of Bausch & Lomb stock.

Supplemental Executive Retirement Plan

An additional key element of total compensation for Messrs. Gill and Holmes is the Supplemental Executive Retirement Plan I and the associated tax payments made with respect to plan contributions on behalf of the participants. In 1985, the company put this Plan in place for Messrs. Gill and Holmes, funded by corporate-owned life insurance to minimize the cost to the company. This Plan was designed to provide a competitive retirement benefit (60% replacement ratio) for senior officers who forfeited accrued retirement benefits by coming to Bausch & Lomb in mid-career. As this benefit has neither the tax advantages nor the security of a tax-qualified government insured plan, it is being currently expensed and funded in secular trusts. Contributions to the trusts are taxable income to the participants, and the income presented in this proxy statement for Messrs. Gill and Holmes includes payments to offset the income tax liability. Messrs. Zarrella, Kanaley and Johnson participate in Supplemental Executive Retirement Plan II, which is described on page 36. Contributions made under this Plan do not result in taxable income to the participants.

Awards Under The Stock Incentive Plan

Under the company's 1990 Stock Incentive Plan, which was approved by the shareholders, officers of the company are eligible to receive awards of stock options and stock grants, as approved by the Committee on Management. Guidelines for stock options and stock grants are based on competitive survey data (as described above) in combination with an internal assessment of the scope and complexity of the executive's position. For each officer position, a target stock award is defined as a multiple of pay (the target amount for options is below the targeted percentile for aggregate compensation). That dollar amount is then divided by the current stock price, to determine the number of shares. The Committee on Management reviews the competitiveness of the target awards annually. Each officer's performance is reviewed to determine if a target, maximum, minimum or no stock option award will be made. In 1993, the company elected to grant option awards equal in value to two years of competitive options. These options will vest over four years, as opposed to the company's historic three-year vesting. The awards were made in anticipation of no stock option awards in 1994, and in anticipation of possible changes in competitive and company stock option practices.

The Stock Incentive Plan is designed to closely align the interests of the officer group with the interests of the shareholders. Since the mid-1980s, officers have been requested to own significant amounts of stock and in 1990 guidelines were made more specific. Currently, officers are expected to own stock with a value equal to two-to-five times their base pay, depending on position. At this time, almost all of the officers, including Mr. Gill, have achieved these ownership goals.

All stock options granted to date are priced at the fair market value of the underlying stock as of the date of the grant. In 1993, Mr. Gill received options on 157,944 shares of Bausch & Lomb stock with an exercise price of $46.625 per share (i.e., the fair market value of the company's stock on the date of grant). This award was at the maximum level for a two-year award, based on the Committee's evaluation of the company's excellent performance under Mr. Gill's leadership.

Stock grants may periodically be awarded to officers of the company. During 1993 no restricted stock grants were awarded to Mr. Gill or to any of the individuals named in the Summary Compensation Table.

Approval of Incentive Plans by Shareholders

At the annual meeting, the company will seek shareholder approval of a Management Executive Incentive Plan and a Long Term Performance Stock Plan I as permitted under the 1993 Tax Act, which allows deductibility of compensation over $1 million if such compensation is paid pursuant to achievement of pre-established, measurable goals under a plan approved by shareholders.

Bausch & Lomb has a long tradition of measurable, pre-established performance plans with goals approved, results verified and payout calculation confirmed by the Committee on Management of the Board of Directors. The company will seek shareholder approval of these performance plans to enable the company to obtain the tax advantages associated with the deductibility of any future incentive payments which may exceed the $1 million cap. The Committee on Management recommends that shareholders approve these short and long term performance plans, as described on pages 33-35 of this proxy statement. Participants in these plans are not eligible to participate in the company's current Executive Incentive Compensation Plan or either of its current Long Term Performance Stock Plans.

Conclusion

Each element of the officer compensation package is reviewed by the Committee on Management to ensure that base pay and incentive opportunities are at competitive levels and to provide incentive systems reflecting strong financial performance and an alignment with shareholder interests. In sum, we believe the total compensation philosophy and compensation program serve the best interests of the shareholder.

Committee on Management

Franklin E. Agnew, Chairman
Bradford R. Boss
Ruth R. McMullin

Compensation Tables

The individuals named in the following tables include, as of December 31, 1993, the company's Chief Executive Officer and the four other most highly compensated executive officers of the company.

<TABLE>

Summary Compensation Table

ANNUAL COMPENSATION

<CAPTION>

Name and Principal Position	Year	Salary ($)	Bonus ($)	Other Annual Compen-sation ($) <F1>
<S>	<C>	<C>	<C>	<C>
D.E. Gill	1993	$950,000	$680,000	$900,474
Chairman	1992	$900,000	$745,000	$621,661
and CEO	1991	$815,000	$635,000	$477,068

R.L. Zarrella President and COO	1993 1992 1991	$470,833 $353,333 $300,000	$285,000 $180,000 $150,000	$79,552 $27,675 $29,153
J.T. Holmes Sr. V.P. Corp. Affairs and Secretary	1993 1992 1991	$320,000 $305,000 $275,083	$176,000 $176,000 $150,000	$218,390 $97,230 $236,935
J.E. Kanaley Sr. V.P. and President Pers. Prod. Division	1993 1992 1991	$275,000 $262,000 $247,000	$175,000 $150,000 $127,000	$33,291 $24,645 $26,320
H. O. Johnson Sr. V.P. and President Contact Lens Division	1993 1992 1991	$275,000 $250,000 $234,000	$175,000 $136,000 $127,000	$36,407 $36,106 $30,086

<FN>
<F1> The numbers reported in this column for 1993 include $777,447 and $168,763 paid to Messrs. Gill and Holmes, respectively, to offset income tax liabilities incurred under the company's Supplemental Executive Retirement Plan I, which is described on page 36.

</TABLE>

<TABLE>

LONG TERM COMPENSATION

<CAPTION>

		AWARDS		PAYOUTS	
	Year	Restricted Stock Award(s) ($) <F2>	Securities Underlying Options/ SARs (#)	LTIP Payouts ($) (Cash and Stock)	All Other Compen- sation ($) <F3>
<S>	<C>	<C>	<C>	<C>	<C>
D.E. Gill	1993	$0	157,944	$378,721	$56,619
	1992	$0	69,876	$409,034	$71,710
	1991	$854,177	83,988	$747,878	$49,339
R.L. Zarrella					
	1993	$0	70,000	$239,441	$24,337
	1992	$0	18,000	$166,375	$23,882
	1991	$231,793	20,448	$254,421	$16,937
J.T. Holmes					
	1993	$0	32,040	$128,786	$16,385
	1992	$0	14,160	$139,004	$21,123

1991	$231,793	17,040	$254,421	$14,511

J.E. Kanaley

1993	$0	23,472	$90,770	$13,865
1992	$0	8,640	$97,835	$18,315
1991	$148,553	10,410	$179,081	$11,821

H. O. Johnson

1993	$0	23,472	$90,770	$13,946
1992	$0	8,640	$97,835	$17,334
1991	$178,263	10,410	$179,081	$12,481

<FN>

<F2> All of the restricted stock awards reported in this column vest annually in one-third increments over a three-year period. Dividends are paid to the holders of all restricted stock. At December 31, 1993 the aggregate number of shares and corresponding value of restricted stock owned by the named individuals was as follows: Mr. Gill, 6,670 shares valued at $341,838; Mr. Zarrella, 1,810 shares valued at $92,763; Mr. Holmes, 1,810 shares valued at $92,763; Mr. Kanaley, 1,160 shares valued at $59,450; and Mr. Johnson, 1,392 shares valued at $71,340.

<F3> The amounts reported in this column for 1993 consist solely of the company's matching contributions under its 401(k) plan and 401(k) excess plan.

</TABLE>
<TABLE>

OPTION/SAR Grants in Last Fiscal Year

<CAPTION>

Individual Grants

Name	Number of Securities Underlying Options/ SARs Granted (#) <F2>	% of Total Options/SARs Granted to Employees In Fiscal Year <F3>	Exercise or Base Price ($/Sh)<F4>	Expiration Date
<S>	<C>	<C>	<C>	<C>
All Share-holders				
All Optionees	1,332,265	100%	$46.625	July 26, 2003
Gain to all optionees as a percent				

of gain to
shareholders

D.E. Gill	157,944	11.86%	$46.625	July 26, 2003

Gain to CEO
as a percent
of gain to
shareholders

R.L. Zarrella	70,000	5.25%	$46.625	July 26, 2003
J.T. Holmes	32,040	2.40%	$46.625	July 26, 2003
J.E. Kanaley	23,472	1.76%	$46.625	July 26, 2003
H.O. Johnson	23,472	1.76%	$46.625	July 26, 2003

<FN>
<F2> All options granted to the named executives vest annually in one-fourth increments. All options granted to the named executives have attached to them limited Stock Appreciation Rights, which only become exercisable in the event of a change in control.

<F3> Based on total number of options granted to employees equal to 1,332,265.

<F4> Fair market value at date of grant.

</TABLE>

<TABLE>

Potential Realizable Value at Assumed Annual
Rates of Stock Price Appreciation for Option Term <F1>

<CAPTION>

Name	0% Stock Price	Dollar Gain	5% Stock Price<F5>	Dollar Gain
<S>	<C>	<C>	<C>	<C>
All Share-holders	$46.625	$0	$75.95	$1,759,500,000 <F6>
All Optionees	$46,625	$0	$75.95	$39,068,671
Gain to All Optionees as a Percent of Gain to Shareholders				2.22%
D.E. Gill	$46.625	$0	$75.95	$4,631,708

Gain to CEO as a percent of gain to Shareholders				0.26%
R. L. Zarrella	$46.625	$0	$75.95	$2,052,750
J. T. Holmes	$46.625	$0	$75.95	$939,573
J. E. Kanaley	$46.625	$0	$75.95	$688,316
H. O. Johnson	$46.625	$0	$75.95	$688,316

<FN>
<F1> There is no assurance that the value realized by an optionee will be at or near the amount estimated using this model. These amounts rely on assumed future stock price movements which cannot be predicted accurately.

<F5> Fair market value of stock at end of actual option term, assuming annual compounding at the stated value.

<F6> Total dollar gains based on assumed annual rates of appreciation and calculated on 60,000,000 outstanding shares.

</TABLE>

<TABLE>

Potential Realizable Value at Assumed Annual
Rates of Stock Price Appreciation for Option Term <F1>

<CAPTION>

	10%	
Name	Stock Price<F5>	Dollar Gain
<S>	<C>	<C>
All Share-holders	$120.93	$4,458,300,000 <F6>
All Optionees	$120.93	$98,993,951
Gain to All Optionees as a Percent of Gain to Shareholders		2.22%
D. E. Gill	$120.93	$11,736,029
Gain to CEO as a percent gain to		

Shareholders		0.26%
R. L. Zarrella	$120.93	$5,201,350
J. T. Holmes	$120.93	$2,380,732
J. E. Kanaley	$120.93	$1,744,087
H. O. Johnson	$120.93	$1,744,087

<FN>
<F1> There is no assurance that the value realized by an optionee will be at or near the amount estimated using this model. These amounts rely on assumed future stock price movements which cannot be predicted accurately.

<F5> Fair market value of stock at end of actual option term, assuming annual compounding at the stated value.

<F6> Total dollar gains based on assumed annual rates of appreciation and calculated on 60,000,000 outstanding shares.

</TABLE>

<TABLE>

Aggregated Option/SAR Exercises in Last Fiscal Year
and FY-End Option/SAR Values

<CAPTION>

Name	Shares Acquired on Exercise (#)	Value Realized($)<F1>
<S>	<C>	<C>
D. E. Gill	3,500	$ 84,219
R. L. Zarrella	7,500	$ 228,926
J. T. Holmes	21,836	$ 703,340
J. E. Kanaley	32,892	$1,064,936
H. O. Johnson	7,576	$ 264,217

<FN>
<F1> Market Value of company's Common Stock at exercise or year end, minus the exercise price.

</TABLE>

<TABLE>

Aggregated Option/SAR Exercises in Last
Fiscal Year and FY-End Option/SAR Values

<CAPTION>

	Number of Securities	Value of

Name	Underlying Unexercised Options/SARs at FY-End (#) Exercisable/ Unexercisable	Unexercised, In-the-Money Options/SARs at FY-End ($) Exercisable/ Unexercisable<F1>
<S>	<C>	<C>
D. E. Gill	165,894/232,524	$2,101,461/$1,060,464
R. L. Zarrella	81,312/88,816	$1,657,830/$405,362
J. T. Holmes	50,478/47,160	$ 852,513/$215,110
J. E. Kanaley	63,556/32,702	$1,592,843/$149,430
H. O. Johnson	88,632/32,702	$2,369,842/$149,430

<FN>
<F1> Market value of company's Common Stock at exercise or year end, minus the exercise price.

</TABLE>

<TABLE>

Long Term Incentive Plan Awards in Last Fiscal Year <F1>

<CAPTION>

Name	Number of Shares, Units or Other Rights (#)<F2>	Performance or Other Period Until Maturation of Payout
<S>	<C>	<C>
D. E. Gill	4,608	3 years
R. L. Zarrella	3,063	3 years
J. T. Holmes	1,785	3 years
J. E. Kanaley	1,998	3 years
H. O. Johnson	1,998	3 years

<FN>
<F1> Under the Long Term Performance Stock Plan, three-year performance targets are established each year. At the beginning of each three-year cycle, each participant is granted a number of performance units equal to one-half of the target award. Dividend equivalents are paid on these units during the performance cycle. The payout at the end of each cycle is determined based on actual performance, and generally will be paid one-half in cash and the remainder through a conversion of the performance units into stock.

<F2> The number of units is equal to the target share payout. Prior to payout, dividend equivalents are paid on

these units.

</TABLE>

<TABLE>

Long Term Incentive Plan Awards in Last Fiscal Year <F1>

<CAPTION>

		Estimated Future Payouts Under Non-Stock Price Based Plans		
Name		Threshold ($ or #)	Target ($ or #)	Maximum ($ or #)
<S>	<C>	<C>	<C>	<C>
D. E. Gill	cash	0	$237,875	$475,750
	shares	2,304	4,608	9,216
R. L. Zarrella	cash	0	$158,125	$316,250
	shares	1,532	3,063	6,126
J. T. Holmes	cash	0	$92,125	$184,250
	shares	893	1,785	3,570
J. E. Kanaley	cash	0	$103,125	$206,250
	shares	999	1,998	3,996
H. O. Johnson	cash	0	$103,125	$206,250
	shares	999	1,998	3,996

<FN>
<F1> Under the Long Term Performance Stock Plan, three-year performance targets are established each year. At the beginning of each three-year cycle, each participant is granted a number of performance units equal to one-half of the target award. Dividend equivalents are paid on these units during the performance cycle. The payout at the end of each cycle is determined based on actual performance, and generally will be paid one-half in cash and the remainder through a conversion of the performance units into stock.

</TABLE>

[Comparison of Five-Year Cumulative Total Shareholder Return Table]

Graph required by 402(l) of Regulation S-K containing the date points and data set forth in the chart below.

<TABLE>
Cumulative TSR<F1>
December 1988 through December 1993
<CAPTION>

Date	Bausch & Lomb	S&P 500	S&P Health Care
<S>	<C>	<C>	<C>
December 1988	$100.00	$100.00	$100.00
December 1989	152.95	131.59	140.07

December 1990	170.51	127.49	165.62
December 1991	282.98	166.17	262.53
December 1992	270.16	178.81	220.74
December 1993	258.52	196.75	200.63

<F1> Asumes $100 invested on last day of December 1988.
Dividends are reinvestnend quarterly.
</TABLE>

The Standard & Poor's Health Care Composite Group consists of the following companies:
Abbott Laboratories
Allergan Incorporated
Alza Corporation
American Cyanamid Company
American Home Products Corporation
Amgen Inc.
Bausch & Lomb Incorporated
Baxter International Inc.
Becton Dickinson and Company
Beverly Enterprises, Inc.
Biomet, Inc.
Bristol-Myers Squibb Company
Columbia Healthcare
Community Psychiatric Centers
C. R. Bard, Inc.
Eli Lilly and Company
Imcera Group Inc.
Johnson & Johnson
Manor Care, Inc.
Medtronic, Inc.
Merck & Co., Inc.
National Medical Enterprises, Inc.
Pfizer, Inc.
Schering-Plough Corporation
St. Jude Medical, Inc.
Syntex Corporation
The Upjohn Company
U.S. Surgical Corp.
Warner-Lambert Company
Approval of Management Executive Incentive Plan and
Long Term Performance Stock Plan I

The company's Board of Directors has unanimously approved, subject to the approval of shareholders at the annual meeting, a Management Executive Incentive Plan and a Long Term Performance Stock Plan I ("the Plans") pursuant to which certain senior officers of the company may be paid bonus or incentive awards. Participants in these Plans are not eligible to participate in the company's current Executive Incentive Compensation Plan or either of its current Long Term Performance Stock Plans.

The Board of Directors has voted to recommend that shareholders approve the Plans as a result of the enactment of Section 162(m) of the Internal Revenue Code. The Plans must be approved by the company's shareholders in order to qualify as "performance based" compensation plans for federal income tax purposes, thereby allowing the company a full tax deduction for bonuses paid under the Plans.

The affirmative vote of the holders of a majority of all outstanding shares of Common and Class B voting stock entitled to vote thereon at the annual meeting of shareholders will be necessary to approve each of the Plans. While abstentions and broker non-votes are counted for the purpose of determining the presence or absence of a quorum, they are not counted as affirmative or negative votes.

Material Features of Management Executive Incentive Plan

1. The Plan provides incentive compensation to officers who comprise the company's Management Executive Committee. The chairman and chief executive officer, president and chief operating officer, senior vice president - corporate affairs and secretary, and senior vice president - finance participate in the Plan, provided they hold such positions prior to July 1 of the plan year.

2. Under the Plan, the Board's Committee on Management, which is composed of directors who are not employees of the company, establishes annual performance measures relating to sales growth, earnings per share growth, return on equity and customer service ratings. For each of these measures, the Committee defines a range of performance, from minimum to maximum, stated as a numerical rating. A standard incentive award has been established for each officer covered by the Plan, ranging from 50% up to 65% of the respective officer's annual salary. The actual incentive award will vary from zero to a maximum of 175% of the standard award as computed on the weighted average performance results of the performance measures. The maximum award that the chairman and chief executive officer could earn under the Plan would be 175% of 65% of his annual base salary. At current salary levels, the maximum amount that any participant could receive under the Plan would be $1,137,500. The Plan may be terminated, modified or amended by the Committee, but only to the extent authorized or permitted by law, including Section 162(m) of the Internal Revenue Code.

New Plan Benefits

The following table sets forth the amounts which would have been paid if the proposed Management Executive Incentive Plan had been in effect during 1993, and thus do not indicate actual awards made to the named individuals. Actual awards under the Plan would be based on future performance, and therefore not determinable.

<TABLE>
Management Executive Incentive Plan

<CAPTION>

Name and Position	Dollar Value($)
<S>	<C>
D. E. Gill Chairman and Chief Executive Officer	$680,000
R. L. Zarrella President and Chief Operating Officer	$285,000

J. T. Holmes Senior Vice President - Corporate Affairs	$176,000
Executive Group	$1,405,000

</TABLE>

The Board of Directors recommends that shareholders vote FOR this proposal.

Material Features of Long Term Performance Stock Plan I

1. The Plan is designed to advance the interests of the company and its shareholders by (i) providing incentives for those executives who have overall responsibility for the long term performance of the company; (ii) reinforcing corporate long term financial goals; (iii) providing competitive levels of long term compensation for key executives; and (iv) aligning management and shareholder interests.

2. The Plan provides incentive compensation to senior officers who have overall responsibility for the long term performance of the company, as designated by the Committee on Management. The number of individuals currently designated to participate in the Plan is four.

3. Each participant has a standard award equal to 55% of the midpoint of his or her salary range. Cycles are over a period of three years, with new three-year goals set each year by the Committee. The goals for the Plan are based on the company's return on equity and sales growth over the three-year period. The minimum payout is 0%; the maximum payout is 200% of target. The maximum award that a participant could earn, payable in the fourth year, would be 200% of 55% of the midpoint of his or her salary range if three-year targets for the award cycle meet the defined achievement of 200%. The payout is 50% in cash and 50% in Class B Stock. Assuming current salary ranges and a stock price of $52.00, the maximum amount any participant would receive under the Plan would be $490,050 and 9,424 shares of stock. At the time of payout, each participant would also receive a cash payment equal to the dividends which would have been payable on the stock component of their award if they had held the stock during the cycle. The Plan may be terminated, modified or amended by the Committee, but only to the extent authorized or permitted by law, including Section 162(m) of the Internal Revenue Code.

New Plan Benefits

The following table sets forth the amounts which would have been paid if the proposed Long Term Performance Stock Plan I had been in effect during 1993, and thus do not indicate actual awards made to the named individuals. Actual awards under the Plan would be based on future performance, and therefore not determinable.

<TABLE>

Long Term Performance Stock Plan I

<CAPTION>

Name and Position	Dollar Value($)	Number of Units
<S>	<C>	<C>
D. E. Gill Chairman and Chief Executive Officer	$159,593	4,214 shares
R. L. Zarrella President and Chief Operating Officer	$100,913	2,664 shares
J. T. Holmes Senior Vice President - Corporate Affairs	$54,270	1,433 shares
Executive Group	$314,776	8,311 shares

</TABLE>

The Board of Directors recommends that shareholders vote FOR this proposal.

Defined Benefit Retirement Plans

Under the company's Retirement Benefits Plan, all employees of the company and of certain subsidiaries who have reached age 21 and have at least one year of service are participants. Employees are permitted to make additional contributions as set forth in the Plan. Monthly benefits paid under the Plan are based on employee earnings as defined in the Plan, Social Security Covered Compensation, and credited years of service at the time of retirement. Noncontributing employees accrue benefits at the rate of 1.25% of their earnings up to Social Security Covered Compensation, and contributing employees additionally accrue a benefit of 1.55% of their earnings over Social Security Covered Compensation. Benefits vest after five years of service as defined in the Plan. Benefits for all years prior to 1991 are based on earnings during the five-year period 1986 through 1990. Assuming continued employment to normal retirement age, the estimated annual benefits payable upon retirement at normal retirement age for each of the eligible individuals named in the Summary Compensation Table are as follows: Mr. Gill, who is a noncontributing participant, $5,166; Messrs. Zarrella, Holmes, Kanaley and Johnson, who are contributing participants, $61,255, $66,199, $75,622 and $49,386, respectively.

The company maintains three Supplemental Executive Retirement Plans ("SERP"), under which key officers may become eligible for retirement benefits in addition to those provided under the company's Retirement Benefits Plan. No officer is eligible to participate in more than one SERP, and the officers named in the Summary Compensation Table are participants in either SERP I or SERP II, as described below. Participants who vest under SERP I or II will receive annual benefits, payable monthly, in an amount equal to a percentage of their final average compensation. The percentage used is a function of age at retirement: 32% at age 55 (or in the case of SERP I, age 55 or below), and up to 60% at age 62. A limited retirement benefit also vests upon the completion of either one or five years of designated service, depending on the plan, and the plans provide for the payout of the net present value of all benefits in the event of a change in control of the company.

Messrs. Gill and Holmes have vested under SERP I, and Messrs. Zarrella, Kanaley and Johnson have vested under SERP II. The anticipated benefits payable to eligible participants are funded through trusts established for these purposes, and SERP I provides for the reimbursement to vested participants in that plan of tax liabilities associated with funding their trusts. The estimated annual after-tax benefits payable at normal retirement age for Messrs. Gill and Holmes under SERP I are $728,786 and $334,079, respectively. The estimated pre-tax benefits payable at normal retirement age for Messrs. Zarrella, Kanaley and Johnson under SERP II are $1,451,843, $414,853 and $258,349, respectively.

Related Transactions and Employment Contracts

In connection with Class B shares purchased under the company's Stock Incentive Plans, the company may loan the participant an amount equal to the full amount of the purchase price of those shares, in which case the shares are deposited with the company as collateral for the loan. The rate of interest on loans to participants is the lesser of (i) the applicable federal rates (AFR) announced monthly by the Internal Revenue Service pursuant to Section 1274(d) of the Internal Revenue Code of 1986, or (ii) 6% (if made between July 1, 1975 and June 30, 1981), or 9% (if made after June 30, 1981). To the extent applicable, the largest aggregate amount of indebtedness outstanding which exceeded $60,000 at any time since December 26, 1992 for each of the individuals named in the preceding compensation tables was as follows: Mr. Gill, $521,382; Mr. Zarrella, $136,793; Mr. Holmes, $283,053; Mr. Kanaley, $467,740; Mr. Johnson, $327,252 and all executive officers and directors as a group, $3,433,285. As of February 11, 1994, the outstanding amount of such indebtedness was as follows: Mr. Gill, $515,971; Mr. Zarrella, $136,793, Mr. Holmes, $280,142; Mr. Kanaley, $367,781; Mr. Johnson, $243,341; and all executive officers and directors as a group, $3,433,285.

The company has entered into agreements, for an indefinite term, with all persons named in the preceding compensation table. Each agreement provides that, in the event of a change in control (as defined in the agreements) which is followed within three years by (i) termination of the officer's employment, (ii) a downgrading of his position, or (iii) voluntary termination under circumstances specified in the agreements, the officer will be entitled to: (a) salary and pro rata bonus then due; and (b) a lump sum separation payment equal to three times annual base salary and bonus as determined under the agreements. Each officer will also be entitled to a continuation of certain benefits and perquisites for up to three additional years. These benefits and perquisites may be reduced by corresponding benefits or perquisites provided by a subsequent employer during the period in which they are provided.

Appointment of Independent Accountants

The Board of Directors has unanimously approved and voted to recommend to shareholders that Price Waterhouse be appointed as independent accountants of the company for 1994. They have been independent accountants of the company since 1927. A representative of Price Waterhouse plans to be present at the meeting, will have the opportunity to make a statement, and is expected to be available to respond to questions.

Shareholder Proposals

In order to be eligible for inclusion in the company's proxy materials for next year's annual meeting of shareholders, any shareholder proposal (other than the submission of nominees for directors) must be received by the company at its principal executive offices not later than the close of business on November 18, 1994.

Other Matters

The Board of Directors does not intend to present, and has not been informed that any other person intends to present, any matters for action at this meeting other than those specifically referred to in this proxy statement. If any other matters properly come before the meeting, it is intended that the holders of the proxies will act in respect thereof in accordance with their best judgment.

The company has purchased insurance from the Chubb Group insuring the company against obligations it might incur as a result of the indemnification of its directors and officers for certain liabilities they might incur, and insuring such directors and officers for additional liabilities against which they may not be indemnified by the company. This insurance was renewed effective January 30, 1994 for a period of one year at a cost of $479,395.

The cost of solicitation of proxies will be borne by the company. In addition to the solicitation of proxies by use of the mails, some of the officers and regular employees of the company, without extra remuneration, may solicit proxies personally or by telephone, telefax or similar transmission. The company has retained Georgeson & Co. to aid in the solicitation of proxies for shares held of record by banks, brokers and other custodians, nominees and fiduciaries. The company will pay Georgeson & Co. an anticipated fee of $10,000, plus expenses, for these services, and will also reimburse such record holders for their expenses in forwarding proxies and proxy soliciting material to the beneficial owners of the shares held by them.

According to rules of the Securities and Exchange Commission (SEC), the information presented in this proxy statement under the captions "Report of the Committee on Management" and "Comparison of Five-Year Cumulative Total Shareholder Return" shall not be deemed to be "soliciting material" or to be filed with the SEC under the Securities Act of 1933 or the Securities Exchange Act of 1934, and nothing contained in any previous filings made by the company under the aforementioned Acts shall be interpreted as incorporating by reference the information presented under the specified captions.

March 21, 1994

EXHIBITS

Exhibit A The Management Executive Incentive Plan

Exhibit B Long Term Performance Stock Plan I

Exhibit C Reservation Card

Exhibit D Proxy Card

EXHIBIT A

THE MANAGEMENT EXECUTIVE INCENTIVE PLAN

1.0 INTRODUCTION

The Management Executive Incentive Plan is established to provide incentive compensation in the form of a supplement to the base salaries of the officers who comprise the Management Executive Committee; to attract and to retain, in the employ of the Company, individuals of outstanding ability; and to align the interests of those who hold positions of major responsibility in the Company with the interests of the Company's shareholders.

2.0 ELIGIBILITY

The Chairman and Chief Executive Officer, President and Chief Operating Officer, Senior Vice President Corporate Affairs and Secretary, and Senior Vice President Finance are eligible to participate in The Management Executive Incentive Plan. The participant must be on the payroll in an eligible position before July 1 of the plan year, to be eligible for an award. Participants in this Plan will not be eligible to participate in the Executive Incentive Compensation Plan.

3.0 DEFINITIONS

3.1 A standard incentive award has been established for each salary grade or job band for participants in this Plan and is expressed as a percentage of period salary (i.e., eligible base salary earnings for the year). The standard percentages are:

Chairman and Chief Executive Officer - 65
President and Chief Operating Officer - 55
Senior Vice President Corporate
Affairs and Secretary - 50
Senior Vice President Finance - 50

3.2 An approved incentive award is the incentive award which has been approved by the Committee On Management of the Board of Directors (the "Committee on Management") to be paid by the Company to the participant.

Actual incentive award amounts, based upon organizational performance, can vary from 0% for unacceptable performance to a range from a minimum of 50% to a maximum of 175% of standard for acceptable performance. In any event, an award cannot exceed the maximum.

4.0 MEASURES OF PERFORMANCE

The Committee on Management will set performance measures to be applied for incentive plan purposes. These performance measures will determine 100% of the bonus calculation for participants in this Plan.

4.1 The "Organizational Performance Management System" (OPMS) has been established to evaluate performance for the Management Executive Incentive Plan.

The OPMS is based upon specific organizational objectives, which are established prior to the beginning of each year by the Committee on Management. These objectives include the following:

<TABLE>
<CAPTION>

Performance Measures	Weightings
<C>	<S>
Sales growth	30%
EPS growth	30%
ROE	30%
Aggregate weighted customer service ratings from each of the operating divisions	10%

</TABLE>

Performance levels for 5, 4, 3, 2, and 1 ratings are defined by the Committee on Management prior to the beginning of the plan year for each goal.

5.0 DEFINITION OF PERFORMANCE

The following "definitions of performance" are to be utilized for the Plan:

<TABLE>
<CAPTION>

PERFORMANCE DESIGNATION	DEFINITION
<S>	<C>
5 (maximum)	Extraordinary performance where the objective was exceeded by a wide margin.
4 (high standard)	Excellent performance where the objective was exceeded.
3 (standard)	Successful performance where the objective was well met.
2 (low standard)	Performance fell short of goal.
1 (minimum)	Performance was well below expectations.

</TABLE>

6.0 PROCEDURE FOR BONUS CALCULATION AND APPROVAL

Each participant's total bonus will be calculated as follows:

1) The standard award is calculated by multiplying the participant's period salary by the standard percentage set forth in Section 3.1.

2) The final organizational rating is determined by weighting the performance ratings determined under Section 5 in accordance with the percentages in Section 4.1; adding the four weighted ratings and converting the total performance ratings to a percentage factor pursuant to Attachment I, conversion table.

3) The percentage factor is then multiplied times the standard bonus.

4) There is no award granted if final organizational rating is below 2.0.

7.0 REMOVAL, TRANSFERS AND TERMINATIONS

Participants whose employment with the Company is terminated because of retirement, death, or disability:

After the close of the plan year, but prior to the actual distribution of awards for such year, may be awarded a full incentive award earned for the plan year. In the case of death, such payment will be made to a beneficiary.

After the beginning, but prior to the end of the plan year, may receive an incentive award for that year based on a prorated calculation reflecting their employment with the Company within the year and the award earned. Awards will not be paid for any period less than six months participation in the plan year.

Participants who leave the company for reasons other than retirement, death, disability, change in control, or are terminated prior to the actual payment of award will forfeit the award for that plan year.

Notwithstanding the foregoing, a special prorated incentive award shall be paid to participants if, during the period between the date of a change in control and the next award date determined pursuant to Section 10:

1) the participant's employment is terminated involuntarily other than for good cause, or

2) the Plan is terminated.

The amount of the award shall be calculated as a percentage of period earnings based upon standard performance and prorated through the date of termination of the participant or the Plan, as applicable.

A change of control of the Company is defined as follows:

A. The acquisition by any individual, entity or group (within the meaning of Section 13 (d) (3) or 14 (d) (2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) (a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of either (i) the then outstanding shares of common stock of the Company (the "Outstanding Company Common Stock") or (ii) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that the following acquisitions shall not constitute a Change of Control: (i) any acquisition directly from the Company (excluding an acquisition by virtue of the exercise of a conversion privilege unless the security being so converted was itself acquired directly from the Company), (ii) any acquisition by the Company, (iii) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company or (iv) any acquisition by any corporation pursuant to a reorganization, merger or consolidation, if, following such reorganization, merger or consolidation, the conditions described in clauses (i), (ii) and (iii) of paragraph C of this Section 7.0 are satisfied; or

B. Individuals who, as of the date hereof, constitute the Board of Directors of the Company (the "Board" and, as of the date hereof, the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election by the Company's shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of either an actual or threatened election contest (as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or

C. Approval by the shareholders of the Company of a reorganization, merger, binding share exchange or consolidation, in each case, unless, following such reorganization, merger, binding share exchange or consolidation, (i) more than 60% of, respectively, the then outstanding shares of common stock of the corporation resulting from such reorganization, merger, binding share exchange or consolidation and the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such reorganization, merger, binding share exchange or consolidation in substantially the same proportions as their ownership, immediately prior to such reorganization, merger, binding share exchange or consolidation, of the Outstanding Company Stock and Outstanding Company Voting Securities, as the case may be, (ii) no Person (excluding the Company, any employee benefit plan (or related trust) of the Company or such corporation resulting from such reorganization, merger, binding share exchange or consolidation and any Person beneficially owning, immediately prior to such reorganization, merger, binding share exchange or consolidation, directly or indirectly, 20% or more of the Outstanding Company Stock or Outstanding Company Voting Securities, as the case may be) beneficially owns, directly or indirectly, 20% or more of, respectively, the then outstanding shares of common stock of the corporation resulting from such reorganization, merger, binding share exchange or consolidation or the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors and (iii) at least a majority of the members of the board of directors of the corporation resulting from such reorganization, merger, binding share exchange or consolidation were members of the Incumbent Board at the time of the execution of the initial agreement providing for such reorganization, merger, binding share exchange or consolidation; or

D. Approval by the shareholders of the Company of (i) a complete liquidation or dissolution of the Company or (ii) the sale or other disposition of all or substantially all of the assets of the Company, other than to a corporation, with respect to which following such sale or other disposition, (a) more than 60% of, respectively, the then outstanding shares of common stock of such corporation and the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such sale or other disposition in substantially the same proportion as their ownership, immediately prior to such sale or other disposition, of the same Outstanding Company Common Stock and Outstanding Company Voting Securities, as the case may be, (b) no Person (excluding the Company and any employee benefit plan (or related trust) of the Company or such corporation and any Person beneficially owning, immediately prior to such sale or other disposition, directly or indirectly, 20% or more of the Outstanding Company Common Stock or Outstanding Company Voting Securities, as the case may be) beneficially owns, directly or indirectly, 20% or more of, respectively, the then outstanding shares of common stock of such corporation and the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors and (c) at least a majority of the members of the board of directors of such corporation were members of the Incumbent Board at the time of the execution of the initial agreement or action of the Board providing for such sale or other disposition of assets of the Company.

8.0 ADMINISTRATION OF THE PLAN

The Committee On Management reserves the right to interpret, amend, modify or terminate the existing program in accordance with changing conditions, but only to the extent authorized or permitted by law. The Committee On Management is responsible for overall administration of the Plan. It will determine who will receive incentives and the amount of each incentive. It may also review the standards and objectives for a particular year. The Committee On Management may change or terminate the Plan at any time and no person has any rights with respect to an incentive award until it has been paid. Notwithstanding the foregoing, the Committee on Management shall not exercise any discretionary authority granted to it pursuant to this Section in a way which would cause the Company to lose the benefit of the performance based exemption from the $1 million cap on individual compensation deductions for publicly traded corporations set forth in IRC Section 162 (m).

No participant eligible to receive any payments shall have any rights to pledge, assign, or otherwise dispose of unpaid portion of such payments.

9.0 INCENTIVE AWARD DISTRIBUTION

Incentive awards, when payable, shall be paid in the latter part of the month of February following the close of the preceding fiscal year.

Participants may also elect to defer all or part of an incentive award in accordance with the procedure set forth in the Company's Deferred Compensation Plan.

<TABLE>

Attachment I

1993 EICP CONVERSION TABLE
MODIFICATION FACTOR FOR DETERMINATION OF STANDARD % BONUS
<CAPTION>

PERF. RATING	% STANDARD BONUS	PERF. RATING	% STANDARD BONUS	PERF. RATING	% STANDARD BONUS	PERF. RATING	% STANDARD BONUS	PERF. RATING	% STANDARD BONUS
<S>	<C>	<C>	<C>	<C>	<C>	<C>			
5.00	175.0	4.16	143.5	3.32	112.0	2.74	87.0	2.32	66.0
4.96	173.5	4.12	142.0	3.28	110.5	2.72	86.0	2.30	65.0
4.92	172.0	4.08	140.5	3.24	109.0	2.70	85.0	2.28	64.0
4.88	170.5	4.04	139.0	3.20	107.5	2.68	84.0	2.26	63.0
4.84	169.0	4.00	137.5	3.16	106.0	2.66	83.0	2.24	62.0
4.80	167.5	3.96	136.0	3.12	104.5	2.64	82.0	2.22	61.0
4.76	166.0	3.92	134.5	3.08	103.0	2.62	81.0	2.20	60.0
4.72	164.5	3.88	133.0	3.04	101.5	2.60	80.0	2.18	59.0
4.68	163.0	3.84	131.5	3.00	100.0	2.58	79.0	2.16	58.0
4.64	161.5	3.80	130.0	2.98	99.0	2.56	78.0	2.14	57.0
4.60	160.0	3.76	128.5	2.96	98.0	2.54	77.0	2.12	56.0
4.56	158.5	3.72	127.0	2.94	97.0	2.52	76.0	2.10	55.0
4.52	157.0	3.68	125.5	2.92	96.0	2.50	75.0	2.08	54.0
4.48	155.5	3.64	124.0	2.90	95.0	2.48	74.0	2.06	53.0
4.44	154.0	3.60	122.5	2.88	94.0	2.46	73.0	2.04	52.0
4.40	152.5	3.56	121.0	2.86	93.0	2.44	72.0	2.02	51.0
4.36	151.0	3.52	119.5	2.84	92.0	2.42	71.0	2.00	50.0
4.32	149.5	3.48	118.0	2.82	91.0	2.40	70.0		
4.28	148.0	3.44	116.5	2.80	90.0	2.38	69.0		
4.24	146.5	3.40	115.0	2.78	89.0	2.36	68.0		
4.20	145.0	3.36	113.5	2.76	88.0	2.34	67.0		

</TABLE>

EXHIBIT B

LONG TERM PERFORMANCE STOCK PLAN - 1

I. PURPOSE

The Long Term Performance Stock Plan - I (the "Plan") is designed to advance the interests of Bausch & Lomb Incorporated (the "Company") and its shareholders by (i) providing incentives for those key executives who have overall responsibility for the long term performance of the Company; (ii) reinforcing corporate long term financial goals; (iii) providing competitive levels of long term compensation for key executives; and (iv) aligning management and shareholder interests.

II. ELIGIBILITY

Participation in the Plan is limited to senior officers with overall responsibility for the long term performance of the Company. The Committee on Management of the Board of Directors (the "Committee") will designate executives to participate in the Plan ("Participants"). Participants in this Plan are not eligible to participate in the Company's other Long Term Performance Stock Plans.

III. AWARD CYCLES

Award cycles ("Award Cycles") will be measured over three year periods, with the performance award, if any, for each Award Cycle to be paid early in the fourth year. There will be a series of overlapping Award cycles with a new Award Cycle starting and an old Award Cycle finishing each year.

IV. PERFORMANCE GOALS

The Committee, after consultation with management, will establish performance goals for each Award Cycle, ensuring that the goals are equitable and compatible with the Company's major business objectives. The performance goals for each Award Cycle will be based upon a matrix of sales growth and return on equity ("ROE") for the Company.

V. AWARDS

If the performance goals of the Company are achieved for an Award Cycle, Participants in the Plan will be eligible for awards which are calculated using an adjusted salary mid-point equal to the Participant's salary midpoint in effect in the first year of the Award Cycle multiplied times 110% ("Adjusted Salary Midpoint"). The Adjusted Salary Midpoint is then multiplied by 50% to calculate the standard award ("Standard Award") for each salary grade. If a Participant's salary grade changes in the course of an Award Cycle, the Participant's Standard Award will be adjusted using the Adjusted Salary Midpoint for the new grade level which was in effect during the first year of that Award Cycle.

Depending upon the level of performance achieved by the Company, the amount of a Participant's actual award will range from 0% to 200% of the Standard Award (the "Award"). Awards paid pursuant to this Plan will consist of cash and Bausch & Lomb Class B Stock granted pursuant to the 1990 Stock Incentive Plan or any successor plan (the "Stock Plan").

VI. PERFORMANCE UNITS

At the December meeting of the Committee prior to the commencement of the Award Cycle, each Participant will receive performance units ("Performance Units") equal to the number of shares of Class B Stock which, as of the date of such meeting of the Committee, have an aggregate fair market value (as determined under the Stock Plan) equal to 50% of each Participant's Standard Award. During the Award Cycle, the Company will accrue quarterly dividends on each Participant's Units equal to the dividends which would be payable on a like number of shares of Class B Stock. At the time of a payout pursuant to Section VII, the Participant will receive a cash payment equal to the dividends which would have been payable on the shares of Class B Stock included in the Award (if any) if such shares had been held by the Participant during the cycle. If a Participant's Standard Award calculation changes because of a salary grade change in the course of an Award Cycle, the number of Performance Units will be adjusted accordingly.

VII. PAYOUTS

At the end of each Award Cycle, the Standard Award will be adjusted by the Committee to reflect sales growth and ROE performance on the applicable payout matrix to determine the amount of the Award payable to each Participant. One half of that amount shall be paid in cash. The Participant will also receive shares of Class B Stock (pursuant to the Stock Plan) equal to the number of Performance Units granted to the Participant; provided, however, that if the Award is based upon a percentage which is more than or less than 100% of the Standard Award, the number of shares of Class B Stock to be granted will be adjusted up or down by a like percentage. There will be no adjustments in the number of shares of Class B Stock for fluctuations up or down in the fair market value of Class B Stock from the date of grant of Performance Units at the beginning of the Award Cycle to the date of grant of the Class B Stock, if any, after the Award Cycle.

Whether or not an Award is paid for an Award Cycle, all Performance Units granted hereunder for an Award Cycle shall expire at the end of the Award Cycle, and Participants shall have no further rights with respect to such Units, except to the extent that their performance entitles them to an Award. Performance Units shall not give Participants any rights under the Stock Plan maintained by the Company.

VIII. DEFERRAL

Any or all of the cash portion of an Award may be deferred, at the option of the Participant, into the Company's Deferred Compensation Plan. Notice of such a deferral must be given to the Company at least 18 months prior to the end of each Award Cycle for which deferral is requested.

IX. TERMINATION OF EMPLOYMENT

If the Participant's employment with the Company terminates before the end of any Award Cycle due to death, disability, or retirement, the Participant or his/her beneficiary is entitled to a pro rata share of any Award earned and paid at the end of the Award Cycle. If the Participant's employment with the Company terminates before the end of any Award Cycle for any other reason, the Participant's Performance Units shall be forfeited and the Participant shall not be entitled to any Award hereunder.

X. ADMINISTRATION OF THE PLAN

The Committee is responsible for the overall administration of the Plan. The Committee will, by formal resolution: 1) establish the Performance Goals for the Award Cycle before the beginning of each Award Cycle; and 2) administer the Plan in all respects to carry out its purposes and objectives including, but not limited to, responding to changes in tax laws, regulations or rulings, changes in accounting principles or practices, mergers, acquisitions or divestitures, major technical innovations, or extraordinary, non-recurring, or unusual items, to preserve the integrity of the Plan's objectives. The Committee reserves the right, in its discretion, to pay any Awards hereunder entirely in cash. The Committee further reserves the right to interpret, amend, modify or terminate the Plan, but only to the extent authorized or permitted by law. The effective date of each Award Cycle is January 1 of the first year of the performance period. Notwithstanding the foregoing, the Committee shall not exercise any discretionary authority granted to it pursuant to this Section in a way which would cause the Company to lose the benefit of the performance based exemption from the $1 million cap on individual compensation deductions for publicly traded corporations set forth in IRC Section 162 (m).

XI. RECAPITALIZATION

In the event there is any recapitalization in the form of a stock dividend, distribution, split, subdivision or combination of shares of common stock of the Company, resulting in an increase or decrease in the number of common shares outstanding, the number of Performance Units then granted under the Plan shall be increased or decreased proportionately, as the case may be.

XII. REORGANIZATION

If, pursuant to any reorganization, sale or exchange of assets, consolidation or merger, outstanding Class B Stock is or would be exchanged for other securities of the Company or of another company which is a party to such transaction, or for property, any grant of Performance Units under the Plan theretofore granted shall, subject to the provisions of this Plan for making Awards, apply to the securities or property into which the Class B Stock covered thereby would have been changed or for which such Class B Stock would have been exchanged had such Class B Stock been outstanding at the time.

<TABLE>

CYCLE XI

PAYOUTS AS PERCENTS OF STANDARD

<CAPTION>

3-YEAR CUMULATIVE (EXCL. CTA) SALES GROWTH RATE	THREE-YEAR ROE AVG.										
	17.0%	17.5%	18.0%	18.5%	19.0%	19.5%	20.0%	20.5%	21.0%	21.5%	22.0%
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
6%	17%	26%	34%	43%	51%	60%	68%	76%	84%	92%	100%

7%	21	30	40	50	60	70	78	87	95	104	112
8%	25	36	47	58	69	80	89	98	107	116	125
9%	29	42	54	66	78	90	99	109	118	128	137
10%	33	46	60	73	87	100	110	120	130	140	150
11%	37	50	65	80	95	110	120	131	141	152	162
12%	41	56	72	88	104	120	131	142	153	164	175
13%	45	62	79	96	113	130	141	153	164	176	187
14%	50	68	86	104	122	140	152	164	176	188	200

</TABLE>

EXHIBIT C

ANNUAL MEETING RESERVATION

Tuesday, April 26, 1994
10:30 a.m. Eastern Daylight Time
Hyatt Regency, Grand Ballroom
125 East Main Street, Rochester, New York

If you plan to attend the meeting, please fill out and return this form with your executed proxy. An identification card will be waiting for you at the registration desk on the day of the meeting.

NAME:
please print

ADDRESS:

CITY:

STATE

ZIP

EXHIBIT D

BAUSCH & LOMB INCORPORATED
PROXY CARD

The undersigned hereby appoints D. E. Gill, J. T. Holmes and S. A. Hellrung, or any one or more of them, with full power of substitution, attorneys and proxies to represent the undersigned at the annual meeting of shareholders of the Company to be held on April 2, 1994 and at any adjournment thereof, with all the power which the undersigned would possess if personally present, and to vote, as specified on the reverse side, all shares of stock which the undersigned may be entitled to vote at said meeting.

/ X / Please mark votes as in this example.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS, "FOR" THE APPROVAL OF A MANAGEMENT EXECUTIVE INCENTIVE PLAN, "FOR" THE APPROVAL OF A LONG TERM PERFORMANCE STOCK PLAN I AND "FOR" THE RATIFICATION OF PRICE WATERHOUSE AS INDEPENDENT ACCOUNTANTS.

1. ELECTION OF DIRECTORS:

Nominees: FRANKLIN E. AGNEW, DANIEL E. GILL, RUTH R. MCMULLIN, LINDA JOHNSON RICE, ROBERT L. TARNOW

/_ / FOR

/_ / WITHHELD

/_ / ____
For all nominees except as noted above.

2. Approval of the Management Executive Incentive Plan.

/_ / FOR
/_ / AGAINST
/_ / ABSTAIN

3. Approval of the Long Term Performance Stock Plan I.

/_ / FOR
/_ / AGAINST
/_ / ABSTAIN

4. Ratification of Price Waterhouse as independent accountants for 1994.

/_ / FOR
/_ / AGAINST
/_ / ABSTAIN

5. In accordance with their judgment in connection with the transaction of such other business, if any, as may properly come before the meeting.

Mark here for address change and note at left /_ /

THIS PROXY IS SOLICITED ON BEHALF OF THE COMPANY'S BOARD OF DIRECTORS. PLEASE DATE, SIGN AND RETURN IN THE ENCLOSED ENVELOPE. IF NOT OTHERWISE MARKED, THE SHARES REPRESENTED BY THIS PROXY SHALL BE VOTED FOR MATTERS 1, 2, 3 AND 4.

Signature:
Date:

Signature:
Date:

NAME OF SHAREHOLDER SHOULD BE SIGNED EXACTLY AS IT APPEARS ON THIS PROXY.