

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-06**

SEC Accession No. **0001250608-07-000036**

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REPORTING OWNER

WELDON DENNIS M

CIK: **1239186**

Type: **4** | Act: **34** | File No.: **000-13442** | Film No.: **071295614**

Mailing Address

*C/OMENTOR GRAPHICS
CORP*

*8005 SW BOECKMAN ROAD
WILSONVILLE OR 97070-7777*

ISSUER

MENTOR GRAPHICS CORP

CIK: **701811** | IRS No.: **930786033** | State of Incorporation: **OR** | Fiscal Year End: **0131**

SIC: **7373** Computer integrated systems design

Business Address

*8005 SW BOECKMAN RD
WILSONVILLE OR 97070-7777
5036857000*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden hours per response 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person WELDON DENNIS M			2. Issuer Name and Ticker or Trading Symbol MENTOR GRAPHICS CORP [MENT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Dir Bus Dev & Inv Relations		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2007					
C/O MENTOR GRAPHICS CORP, 8005 SW BOECKMAN ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) WILSONVILLE, OR 97070-7777								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Option (right to buy)	\$10.0625	12/06/2007		D	(1)		12,000	03/26/2002 (2)	02/28/2008	Common Stock	12,000	\$ 0	0	D	
Employee Option (right to buy)	\$10.0625	12/06/2007		A	(1)	12,000		12/06/2007	03/26/2008	Common Stock	12,000	\$ 0	12,000	D	
Employee Option (right to buy)	\$12.5625	12/06/2007		D	(3)		12,750	03/17/2003 (2)	02/28/2009	Common Stock	12,750	\$ 0	0	D	
Employee Option	\$12.5625	12/06/2007		A	(3)	12,750		12/06/2007	03/17/2009	Common Stock	12,750	\$ 0	12,750	D	

