

Edgar Filing: MENTOR GRAPHICS CORP - Form SC 13G

MENTOR GRAPHICS CORP  
Form SC 13G  
December 10, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

SCHEDULE 13G

Under the Securities and Exchange Act of 1934

Mentor Graphics Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

587200106  
(CUSIP Number)

November 30, 2008, as amended on December 10, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

This Schedule is filed pursuant to Rule 13d-1(b)

The information required in the remainder of this cover page (except any items to which the form provides a cross-reference) shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. 587200106

1) Name of Reporting Person Ameriprise Financial, Inc.  
S.S. or I.R.S. Identification No. of Above Person IRS No. 13-3180631

2) Check the Appropriate Box if a Member of a Group (a) [ ] (b) [X]\*

\* This filing describes the reporting person's relationship with other persons, but the reporting person does not affirm the existence of a group.

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5) Sole Voting Power -0-

6) Shared Voting Power 13,839,041\*\*

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7)	Sole Dispositive Power	-0-
8)	Shared Dispositive Power	13,839,041**
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9)	Aggregate Amount Beneficially Owned by Each Reporting Person	13,839,041**
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10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	Not Applicable
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11)	Percent of Class Represented by Amount In Row (9)	14.98%**
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12)	Type of Reporting Person	CO

\*\* Data is as of December 10, 2008. As of November 30, 2008, 15,322,141 shares were deemed beneficially owned by the reporting person, all of which were held with shared voting and shared dispositive power.

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CUSIP NO. 587200106

1)	Name of Reporting Person	RiverSource Investments, LLC
	S.S. or I.R.S. Identification No. of Above Person	IRS No. 13-3180631
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2)	Check the Appropriate Box if a Member of a Group	(a) [ ] (b) [X]*

\* This filing describes the reporting person's relationship with other persons, but the reporting person does not affirm the existence of a group.

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3) SEC Use Only

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4)	Citizenship or Place of Organization	Minnesota
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		

5)	Sole Voting Power	-0-
6)	Shared Voting Power	13,839,041**
7)	Sole Dispositive Power	-0-
8)	Shared Dispositive Power	13,839,041**
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9)	Aggregate Amount Beneficially Owned by Each Reporting Person	13,839,041**
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10) Check if the Aggregate Amount in

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Row (9) Excludes Certain Shares	Not Applicable
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11) Percent of Class Represented by Amount In Row (9)	14.98%**
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12) Type of Reporting Person	IA
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\*\* Data is as of December 10, 2008. As of November 30, 2008, 15,322,141 shares were deemed beneficially owned by the reporting person, all of which were held with shared voting and shared dispositive power.

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CUSIP NO. 587200106

1) Name of Reporting Person	Seligman Communications and Information Fund, Inc.
S.S. or I.R.S. Identification No. of Above Person	IRS No. 13-31544499

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2) Check the Appropriate Box if a Member of a Group	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> *
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\* This filing describes the reporting person's relationship with other persons, but the reporting person does not affirm the existence of a group.

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3) SEC Use Only	
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4) Citizenship or Place of Organization	Maryland
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5) Sole Voting Power	-0-
6) Shared Voting Power	7,603,600**
7) Sole Dispositive Power	-0-
8) Shared Dispositive Power	7,603,600**

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9) Aggregate Amount Beneficially Owned by Each Reporting Person	7,603,600**
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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares	Not Applicable
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11) Percent of Class Represented by Amount In Row (9)	8.23%**
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12) Type of Reporting Person	IV
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\*\* Data is as of December 10, 2008. As of November 30, 2008, 8,604,800 shares

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were deemed beneficially owned by the reporting person, all of which were held with shared voting and shared dispositive power.

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- 1(a) Name of Issuer: Mentor Graphics Corporation
- 1(b) Address of Issuer's Principal Executive Offices: 8005 Southwest Boeckman Road  
Wilsonville, OR 97070
- 2(a) Name of Person Filing: (a) Ameriprise Financial, Inc. ("AFI")  
(b) RiverSource Investments, LLC ("RvS")  
(c) Seligman Communications and Information Fund, Inc. ("C&I Fund")
- 2(b) Address of Principal Business Office: c/o Ameriprise Financial, Inc.  
145 Ameriprise Financial Center  
Minneapolis, MN 55474
- 2(c) Citizenship: (a) Delaware  
(b) Minnesota  
(c) Maryland
- 2(d) Title of Class of Securities: Common Stock
- 2(e) Cusip Number: 587200106
- 3 Information if statement is filed pursuant to Rules 13d-1(b) or 13d-2(b):
- (a) Ameriprise Financial, Inc.  
A parent holding company in accordance with Rule 13d-1(b)(1)(ii)(G).  
(Note: See Item 7)
- (b) RiverSource Investments, LLC  
An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (c) Seligman Communications and Information Fund, Inc.  
An Investment company registered under Section 8 of the Investment Company Act of 1940.
- 4 Incorporated by reference to Items (5)-(9) and (11) of the cover page pertaining to each reporting person. As of November 30, 2008, two of the reporting persons exceeded the 15% threshold reflected in the Issuer's Rights Agreement. However, these reporting persons do not believe that either of them is, or was at any time, an

Acquiring Person for purposes of the Rights Agreement and they are seeking a determination from the Issuer's board to that effect. The reporting person expect the Issuer's board to make this determination.

RvS, as an investment adviser to the C&I Fund, may be deemed to

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beneficially own the shares reported herein by the C&I Fund. Accordingly, the shares reported herein by RvS include those shares separately reported herein by the C&I Fund.

AFI, as the parent company of RvS, may be deemed to beneficially own the shares reported herein by RvS. Accordingly, the shares reported herein by AFI include those shares separately reported herein by RvS.

Each of Ameriprise Financial, Inc. and RiverSource Investments, LLC, and the subsidiaries identified on the attached Exhibit I, disclaims beneficial ownership of any shares reported on this Schedule.

- 5 Ownership of 5% or Less of a Class: Not Applicable
- 6 Ownership of more than 5% on Behalf of Another Person: The clients of RiverSource Investments, LLC, a registered investment adviser, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or the power to direct the receipt of dividends and proceeds from the sale of shares included on this Schedule. As of December 10, 2008, only the C&I Fund, a registered investment company, owned shares of more than 5% of the class of securities reported herein. Any remaining shares reported herein by RvS are owned by various other accounts managed by RvS on a discretionary basis. To the best of RvS's knowledge, none of these other accounts own more than 5% of the outstanding shares.
- 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:
- AFI: See Exhibit I
- 8 Identification and Classification of Members of the Group:
- Not Applicable
- 9 Notice of Dissolution of Group:
- Not Applicable
- 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 10, 2008

Ameriprise Financial, Inc.

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By /s/ Wade M. Voigt

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Name: Wade M. Voigt  
Title: Director - Fund Administration

Contact Information

Wade M. Voigt  
Director - Fund Administration  
Telephone: (612) 671-5682

Exhibit Index

- Exhibit I Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.
- Exhibit II Joint Filing Agreement

Exhibit I

to

Schedule 13G

Ameriprise Financial, Inc., a Delaware Corporation, is a parent holding company. The classification and identity of the relevant subsidiaries is as follows:

Investment Company - RiverSource Funds and Seligman Funds, comprised of investment companies registered under section 8 of the Investment Company Act of 1940

Investment Adviser - RiverSource Investments, LLC, an investment adviser registered under section 203 of the Investment Advisers Act of 1940.

Exhibit II

to

Schedule 13G

Joint Filing Agreement

The undersigned persons agree and consent to the joint filing on their behalf of this Schedule 13G dated December 10, 2008 in connection with their beneficial ownership of Mentor Graphics Corporation. Each of Seligman Communications and Information Fund, Inc. and RiverSource Investments, LLC authorizes Ameriprise Financial, Inc. to execute the Schedule 13G to which this Exhibit is attached and make any necessary amendments thereto.

Ameriprise Financial, Inc.

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By: /s/ Wade M. Voigt  
Wade M. Voigt  
Director - Fund Administration

Seligman Communications and Information Fund, Inc.

By: /s/ Scott R. Plummer  
Scott R. Plummer  
General Counsel

RiverSource Investments, LLC

By: /s/ Peter A. Gallus  
Peter A. Gallus  
Senior Vice President and Chief Operating Officer