

BENDER A THOMAS

Form 4

September 21, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENDER A THOMAS

(Last) (First) (Middle)

**6140 STONERIDGE MALL DR.,
SUITE 590**

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COOPER COMPANIES INC [COO]

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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		
Common Stock	09/19/2005	09/19/2005	M		47,800	A	\$ 25.18	92,294	D
Common Stock	09/19/2005	09/19/2005	S		1,300	D	\$ 74.05	90,994	D
Common Stock	09/19/2005	09/19/2005	S		2,700	D	\$ 74.15	88,294	D
Common Stock	09/19/2005	09/19/2005	S		4,200	D	\$ 74.2	84,094	D
Common Stock	09/19/2005	09/19/2005	S		1,300	D	\$ 74.21	82,794	D

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Common Stock	09/19/2005	09/19/2005	S	8,900	D	\$ 74.25	73,894	D
Common Stock	09/19/2005	09/19/2005	S	800	D	\$ 74.26	73,094	D
Common Stock	09/19/2005	09/19/2005	S	4,600	D	\$ 74.28	68,494	D
Common Stock	09/19/2005	09/19/2005	S	2,000	D	\$ 74.33	66,494	D
Common Stock	09/19/2005	09/19/2005	S	9,900	D	\$ 74.35	56,594	D
Common Stock	09/19/2005	09/19/2005	S	100	D	\$ 74.36	56,494	D
Common Stock	09/19/2005	09/19/2005	S	8,300	D	\$ 74.4	48,194	D
Common Stock	09/19/2005	09/19/2005	S	2,200	D	\$ 74.41	45,994	D
Common Stock	09/19/2005	09/19/2005	S	100	D	\$ 74.42	45,894	D
Common Stock	09/19/2005	09/19/2005	S	700	D	\$ 74.43	45,194	D
Common Stock	09/19/2005	09/19/2005	S	100	D	\$ 74.45	45,094	D
Common Stock	09/19/2005	09/19/2005	S	100	D	\$ 74.46	44,994	D
Common Stock	09/19/2005	09/19/2005	S	500	D	\$ 74.5	44,494	D
Common Stock	09/20/2005	09/20/2005	M	18,200	A	\$ 25.18	62,694	D
Common Stock	09/20/2005	09/20/2005	S	5,000	D	\$ 74.55	57,694	D
Common Stock	09/20/2005	09/20/2005	S	3,000	D	\$ 74.6	54,694	D
Common Stock	09/20/2005	09/20/2005	S	5,000	D	\$ 74.7	49,694	D
Common Stock	09/20/2005	09/20/2005	S	2,000	D	\$ 74.71	47,694	D
Common Stock	09/20/2005	09/20/2005	S	600	D	\$ 74.78	47,094	D
Common Stock	09/20/2005	09/20/2005	S	300	D	\$ 74.79	46,794	D
	09/20/2005	09/20/2005	S	2,300	D	\$ 74.8	44,494	D

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Common
Stock

Common
Stock

5,666

I

Wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 25.18	09/19/2005	09/19/2005	M		47,800		<u>(1)</u>	10/23/2011	Common Stock	47,800
Stock Options (Right to buy)	\$ 25.18	09/20/2005	09/20/2005	M		18,200		<u>(1)</u>	10/23/2011	Common Stock	18,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENDER A THOMAS 6140 STONERIDGE MALL DR., SUITE 590 PLEASANTON, CA 94588	X		President & CEO	

Signatures

Thomas Bender 09/21/2005

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Exercisable when avg closing prices of common stk of Co. during 30 cons cal days after date of grant reaches 30.21

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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