

FRUTH JOHN D
Form 4
January 11, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRUTH JOHN D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
475 ECCLES AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2005

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

S SAN FRANCISCO, CA 94080
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/06/2005	01/06/2005	A		834 ⁽¹⁾ / ₍₂₎	A	\$ 0.1 1,375,664 D
Common Stock	01/10/2005	01/10/2005	G		209,614	D	\$ 0 1,166,050 D
Common Stock	01/10/2005	01/10/2005	G		349,357	D	\$ 0 816,693 D
Common Stock							28,896 I 2002 Charitable Trust
Common Stock	01/10/2005	01/10/2005	G		349,357	A	\$ 0 349,357 I 2004 Charitable

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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Common Stock		01/10/2005	01/10/2005	S	6,400	D \$ 71.9 342,957	I Trust 2004 Charitable Trust	
Common Stock		01/10/2005	01/10/2005	S	2,100	D \$ 71.91 340,857	I Trust 2004 Charitable Trust	
Common Stock		01/10/2005	01/10/2005	S	1,500	D \$ 71.92 339,357	I Trust 2004 Charitable Trust	
Common Stock		01/10/2005	01/10/2005	S	7,900	D \$ 71.95 331,457	I Trust 2004 Charitable Trust	
Common Stock		01/10/2005	01/10/2005	G	209,614	A \$ 0 209,614	I Trust 2004 Family Trust	
Common Stock						486,952	I Shiloh Investments, LLC	

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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Stock Options (Right to buy)	\$ 72.94	01/06/2005	01/06/2005	A	14,583 <u>(1)</u>	<u>(3)</u> 01/05/2015	Common Stock	14,583

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRUTH JOHN D 475 ECCLES AVE S SAN FRANCISCO, CA 94080		X		

Signatures

John D Fruth 01/11/2005

__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).
- (3) Vests when average of closing prices during any 30 consecutive trading days after the date of grant reaches \$80.23.
- (2) Restrictions will be removed upon the earlier to occur of 1) the average closing prices during any 30 consecutive trading days after 1-6-05 reaches \$80.23 or 2) January 6, 2010
- (1) Represents pro rated grant amount pursuant to 1996 Non-Employee Director Restricted Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.