

BENDER A THOMAS  
Form 4/A  
March 30, 2010

**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 \*  
BENDER A THOMAS

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)  
6140 STONERIDGE MALL DR.,  
SUITE 590

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/23/2010

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/25/2010

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

PLEASANTON, CA 94588

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/23/2010		M		15,000 A \$ 22.44	77,594	D
Common Stock	03/23/2010		S		15,000 D \$ 40.43 (3)	62,594	D
Common Stock	03/24/2010		M		6,400 A \$ 22.44	68,994	D
Common Stock	03/24/2010		S		6,400 D \$ 40.47 (4)	62,594	D

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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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.44	03/23/2010		M	15,000	<u>(2)</u> 10/31/2010 <sup>(1)</sup>	Common Stock	15,000
Stock Options (Right to Buy)	\$ 22.44	03/24/2010		M	6,400	<u>(2)</u> 10/31/2010 <sup>(1)</sup>	Common Stock	6,400

## 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			

## Signatures

/s/ A. Thomas  
Bender 03/30/2010

\*\*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) Expiration date reflects adjustment to the third anniversary of Mr. Bender's retirement from employment with the Company. This adjustment reduces the term of Mr. Bender's options granted during his tenure as CEO and is in accordance with the provisions of the

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Company's Long-Term Incentive Plans with regard to termination for reasons of retirement. No special arrangements or agreements were entered into with Mr. Bender in connection with this reduction of his option term.

- (2) Grant Date 3/26/02 Date Exer.: The shares vest upon the earlier to occur of 1) December 31, 2004, but only if the average of the Closing Prices during the 30 consecutive calendar days immediately preceding December 1, 2004 attains \$30.00, or 2) March 26, 2007.
- (3) Price represents an average sale price between \$40.27 and \$40.74.
- (4) Price represents an average sale price between \$40.30 and \$40.75.

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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