

COOPER COMPANIES INC

Form 4

January 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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRYLING GREGORY A

(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)
01/20/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres & COO - CVI

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	01/20/2005	01/20/2005	M		9,542	A	\$ 26.38	13,332	D
Common Stock	01/20/2005	01/20/2005	M		12,000	A	\$ 29.5	25,332	D
Common Stock	01/20/2005	01/20/2005	S		4,400	D	\$ 75	20,932	D
Common Stock	01/20/2005	01/20/2005	S		600	D	\$ 75.02	20,332	D
Common Stock	01/20/2005	01/20/2005	S		7,600	D	\$ 75.15	12,732	D

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Common Stock	01/20/2005	01/20/2005	S	100	D	\$ 75.16	12,632	D
Common Stock	01/20/2005	01/20/2005	S	800	D	\$ 75.17	11,832	D
Common Stock	01/20/2005	01/20/2005	S	2,400	D	\$ 75.18	9,432	D
Common Stock	01/20/2005	01/20/2005	S	200	D	\$ 75.19	9,232	D
Common Stock	01/20/2005	01/20/2005	S	5,442	D	\$ 75.25	3,790	D

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

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SEC 1474
(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)	\$ 26.38	01/20/2005	01/20/2005	M		9,542		<u>(1)</u>	11/04/2012	Common Stock	9,542
Stock Options (Right to buy)	\$ 29.5	01/20/2005	01/20/2005	M		12,000		<u>(2)</u>	03/24/2013	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRYLING GREGORY A
6140 STONERIDGE MALL DR., SUITE 590

Pres & COO - CVI

PLEASANTON, CA 94588

Signatures

Gregory Fryling

01/21/2005

__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).

The option will become exercisable in three tranches upon achievement of targets within specified timeframes: within the 1st tranche of 13,333 shares, 1/3 became exercisable when FMV achieved \$31.50, remaining 2/3 shall become exercisable one the 1st and 2nd

- (1) anniversary of the vesting date. Within the 2nd tranche of 13,333 shares, 1/3 became exercisable when FMV achieved \$35.00, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date. Within the 3rd tranche of 13,334 shares, 1/3 became exercisable when FMV achieved \$39.50, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date

The option will become exercisable in three tranches upon achievement of targets within specified timeframes: within the 1st tranche of 26,666 shares, 1/3 became exercisable when FMV achieved \$35.00, remaining 2/3 shall become exercisable one the 1st and 2nd

- (2) anniversary of the vesting date. Within the 2nd tranche of 26,667 shares, 1/3 became exercisable when FMV achieved \$39.50, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date. Within the 3rd tranche of 26,667 shares, 1/3 became exercisable when FMV achieved \$44.00, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date

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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