

Edgar Filing: COOPER COMPANIES INC - Form 4

COOPER COMPANIES INC

Form 4

March 26, 2003

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 John J. Calcagno
 CooperVision, Inc.
 200 Willowbrook Office Park
 NY, Fairport 14450
2. Issuer Name and Ticker or Trading Symbol
 The Cooper Companies, Inc. (COO)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
 3/26/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 President - CooperVision - Domestic Operations
7. 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
----------------------	-----------------------------	----------------------------	-----------------------------	--	---------	-------	--

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date (Month/ Day/ Year)	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	6. Date Exer- cisable and Expiration Date (Month/ Day/ Year) A/ D Exer- cisa- ble	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
---------------------------------------	--	---	--	-----------------------------	--	--	---	---------------------------------

Employee Stock Option (Right to Buy)	29.50	3/25/2003		A	60000	A 1 3/25/13	Common Stock 60000	29.
---	-------	-----------	--	---	-------	----------------	-----------------------	-----

| | | | | | | | | | | |

Explanation of Responses:

1. The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: 20,000 shares vest if Fair Market Value of the Company's stock achieves \$35.00 by 12-31-04; 20,000 shares vest if Fair Market Value of the Company's stock achieves \$39.50 by 12-31-05; and 20,000 shares vest if the Fair Market Value of the Company's stock achieves \$44.00 by 12-31-06. Within each tranche, one-third becomes exercisable when the price target is met and one-third each one and two

SIGNATURE OF REPORTING PERSON

John J. Calcagno

John J. Calcagno