

COOPER COMPANIES INC
Form 4
September 23, 2008

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 *
WEISS ROBERT S

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
ROAD, SUITE 590
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/22/2008

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

PLEASANTON, CA 94588
(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/22/2008 | 09/22/2008 | M | V | 70,000 | A | \$ 25.92 147,500 D |
| Common Stock | 09/22/2008 | 09/22/2008 | M | V | 56,000 | A | \$ 31.11 203,500 D |
| Common Stock | 09/22/2008 | 09/22/2008 | S | | 83,415 | D | \$ 35.41 120,085 D (1) |
| Common Stock | 09/22/2008 | 09/22/2008 | S | | 28,553 | D | \$ 36.03 91,532 D (2) |
| | | | | | | | 5,108 I 401(k) |

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).

(2) Price reported is an average of sale prices ranging from \$35.85 to \$36.49.

(3) Vesting 50% upon achievement and the remaining 50% one year later

(1) Price reported is an average of sale prices ranging from \$34.84 to \$35.80.

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.