

Midlock Eugene J
Form 4
April 14, 2011

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 *
Midlock Eugene J

(Last) (First) (Middle)
6140 STONERIDGE MALL
ROAD, 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)
04/13/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and CFO

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/13/2011		M		17,500	A	\$ 29.93	17,500	D	
Common Stock	04/13/2011		M		27,500	A	\$ 42.65	45,000	D	
Common Stock	04/13/2011		S		39,254	D	\$ 72.36 (3)	5,746	D	
Common Stock	04/13/2011		G	V	5,746	D	\$ 0	0	D	
Common Stock	04/13/2011		G	V	5,746	A	\$ 0	10,746	I	Trust (4)

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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 29.93	04/13/2011		M	17,500	<u>(1)</u> 03/16/2018	Common Stock	17,500
Stock Options (Right to Buy)	\$ 42.65	04/13/2011		M	27,500	<u>(2)</u> 10/24/2017	Common Stock	27,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Midlock Eugene J 6140 STONERIDGE MALL ROAD SUITE 590 PLEASANTON, CA 94588			Sr. VP and CFO	

Signatures

/s/ Eugene J.
Midlock
Date: 04/14/2011
**Signature of Reporting Person

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)

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One-fourth shall vest on the earlier of (a) 3/17/09 or (b) when the average closing price reaches \$33.52; one-fourth shall vest on the earlier of (a) 3/17/10 or (b) when the average closing price reaches \$35.92; one-fourth shall vest on the earlier of (a) 3/17/11 or (b) when the average closing price reaches \$38.91; and one-fourth shall vest on the earlier of (a) 3/17/12 or (b) when the average closing price reaches \$41.90. Average Closing Price is defined as the average of the closing prices of a share of common stock of the Company on the New York Stock Exchange (composite quotations, rounded to the nearest whole cent) for the days on which the common stock is so traded, during any 30 consecutive calendar day period commencing on the date the specified stock target is achieved.

- (2) One-fourth shall vest on the earlier of (a) 10/25/08 or (b) when the average closing price reaches \$47.77; one-fourth shall vest on the earlier of (a) 10/25/09 or (b) when the average closing price reaches \$51.18; one-fourth shall vest on the earlier of (a) 10/25/10 or (b) when the average closing price reaches \$55.45; and one-fourth shall vest on the earlier of (a) 10/25/11 or (b) when the average closing price reaches \$59.71. Average Closing Price is defined as the average of the closing prices of a share of common stock of the Company on the New York Stock Exchange (composite quotations, rounded to the nearest whole cent) for the days on which the common stock is so traded, during any 30 consecutive calendar day period commencing on the date the specified stock target is achieved.
- (3) Sale price reflects an average of the selling prices between \$72.26 and \$72.44.
- (4) Includes 5,000 shares previously owned directly which were contributed to the Trust on April 30, 2010.

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.