

COOPER COMPANIES INC  
 Form 4/A  
 December 08, 2005

**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 \*  
**REMMELL PAUL L**

(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)  
**10/05/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**10/06/2005**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Pres & CFO - CSI**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 10/05/2005                           | 10/06/2005   | M                              |   | 20,000 A \$ 26.38   | 20,000   | D   |
| Common Stock                    | 10/05/2005                           | 10/06/2005   | M                              |   | 10,000 A \$ 26.75   | 30,000   | D   |
| Common Stock                    | 10/05/2005                           | 10/05/2005   | S                              |   | 20,000 D \$ 77.53   | 10,000   | D   |
| Common Stock                    | 10/05/2005                           | 10/06/2005   | S                              |   | 10,000 D \$ 77.53   | 0  | D   |

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

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**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)               | \$ 26.38   | 10/05/2005                           | 10/06/2005   | M                              | 20,000  | <sup>(1)</sup> 11/04/2012                                | Common Stock  | 20,000                        |
| Stock Options (Right to buy)               | \$ 26.75   | 10/05/2005                           | 10/06/2005   | M                              | 10,000  | <sup>(2)</sup> 10/29/2012                                | Common Stock  | 10,000                        |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

REMMELL PAUL L  
6140 STONERIDGE MALL DR., SUITE 590  
PLEASANTON, CA 94588

Pres & CFO - CSI

## Signatures

Paul L Rimmell                      12/08/2005

\_\_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 10,000 shares, 1/3 became exercisable when FMV achieved \$31.50, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date. Within the 2nd tranche of 10,000 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 10,000 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

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(2) Vests when avg closing prices during 30 cons days reaches 29.43; 50% exercisable, 50% exercisable 2 yrs later

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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