

COOPER COMPANIES INC
Form 4/A
July 14, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
FRUTH JOHN D

(Last) (First) (Middle)

737 SHILOH CANYON ROAD

(Street)

SANTA ROSA, CA 95403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

COOPER COMPANIES INC [COO]

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

07/11/2005

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

07/11/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | | 803,645 | D | |
| Common Stock | | | | | 28,896 | I | 2002 Charitable Trust |
| Common Stock | | | | | 99,357 | I | 2004 Charitable Trust |
| Common Stock | | | | | 209,614 | I | 2004 Family Trust |
| Common | 07/11/2005 | 07/11/2005 | S | 148,901 D | \$ 65 88,051 | I | Shiloh |

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| | | | | | | | | | |
|-----------------|------------|------------|---|--------|------------------------|-------------|--------|---|-------------------------------|
| Stock | | | | | <u>(1)</u> | | | | Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 4,834 | <u>D</u> <u>(1)</u> | \$ 65.01 | 83,217 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 189 | <u>D</u> <u>(1)</u> | \$ 65.04 | 83,028 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 12,701 | <u>D</u> <u>(1)</u> | \$ 65.07 | 70,327 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 758 | <u>D</u> <u>(1)</u> | \$ 65.08 | 69,569 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 853 | <u>D</u> <u>(1)</u> | \$ 65.09 | 68,716 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 37,154 | <u>D</u> <u>(1)</u> | \$ 65.1 | 31,562 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 1,327 | <u>D</u> <u>(1)</u> | \$ 65.11 | 30,235 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 2,654 | <u>D</u> <u>(1)</u> | \$ 65.12 | 27,581 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 3,317 | <u>D</u> <u>(1)</u> | \$ 65.14 | 24,264 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 568 | <u>D</u> <u>(1)</u> | \$ 65.17 | 23,696 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 17,345 | <u>D</u> <u>(1)</u> | \$ 65.2 | 6,351 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 95 | <u>D</u> <u>(1)</u> | \$ 65.21 | 6,256 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 1,517 | <u>D</u> <u>(1)</u> | \$ 65.22 | 4,739 | I | Shiloh Investments, LLC |
| Common Stock | 07/11/2005 | 07/11/2005 | S | 4,739 | <u>D</u> <u>(1)</u> | \$ 65.25 | 0 | I | Shiloh Investments, LLC |

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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)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Includes entry for FRUTH JOHN D at 737 SHILOH CANYON ROAD, SANTA ROSA, CA 95403 with relationship marked as 10% Owner.

Signatures

John D Fruth 07/14/2005
**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).

(1) Securities sold pursuant to a sales plan adopted on April 15, 2005 under Rule 10b-5 of the Securities Exchange Act of 1934.

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