#### MARMO J CHRISTOPHER

Form 4

October 26, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB and

Number: 3235-0287 Expires: January 31,

**OMB APPROVAL** 

Estimated average burden hours per

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * MARMO J CHRISTOPHER			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			COOPE	R COMP.	ANIES II	NC [COO]	(Che	ck all applicable	e)	
(Last)	(First) (M	Iiddle)	3. Date of	Earliest Tra	nsaction					
			(Month/Da	ay/Year)			Director		6 Owner	
C/O OCULAR SCIENCES			10/24/2006				X Officer (gives below)	ve title Oth below)	er (specify	
INC, 1855 G 700	SATEWAY BLV	D STE					/	of CooperVisio	on, Inc.	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mont	th/Day/Year)			Applicable Line) _X_ Form filed by	One Reporting Po		
CONCORD,	CA 94520						Person	More than One K	eporting	
(City)	(State)	Zip)	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Dee	med	3.	4. Securit	ties	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution	on Date, if		onAcquired		Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	Disposed		Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
						(A)	Reported Transaction(s)			
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Common							1,000	D		

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: MARMO J CHRISTOPHER - Form 4

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 57.95	10/24/2006		A	28,000	<u>(1)</u>	10/23/2011	Common Stock	28,000

## **Reporting Owners**

Reporting Owner Name / Address	Ketationsimps				
	Director	10% Owner	Officer	Other	

MARMO J CHRISTOPHER C/O OCULAR SCIENCES INC 1855 GATEWAY BLVD STE 700 CONCORD, CA 94520

VP, R&D of CooperVision, Inc.

Relationshin

## **Signatures**

J. Christopher

Marmo 10/26/2006

\*\*Signature of Date

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).

The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair

Market Value of the Company's stock achieves \$64.90, but not earlier than 1/1/08; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$69.54, but not earlier than 5/1/08; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$75.34 but not earlier than 5/1/09; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$81.13 but not earlier than 5/1/10. All options not other wise vesting pursuant to the above timetable shall become exercisable on May 24, 2011.

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.

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