

COOPER COMPANIES INC  
Form 3/A  
September 08, 2005

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement       | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â McLean Jeffrey Alan                     |         | (Month/Day/Year)                           | COOPER COMPANIES INC [COO]   |  |
| (Last)                                    | (First) | (Middle)                                   | 01/06/2005   |  |
| 370 WOODCLIFF DRIVE                       |         |  | 4. Relationship of Reporting Person(s) to Issuer   |  |
| (Street)                                  |         |  | (Check all applicable)   |  |
| FAIRPORT,Â NYÂ 14450                      |         |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Pres - U.S. Ops - CVI |  |
| (City)                                    | (State) | (Zip)                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |
|   |         |  | 01/06/2005   |  |
| 1. Title of Security                      |         | 2. Amount of Securities Beneficially Owned | 3. Ownership Form:   | 4. Nature of Indirect Beneficial Ownership |
| (Instr. 4)                                |         | (Instr. 4)                                 | Direct (D)<br>or Indirect (I)  | (Instr. 5)                                 |

**Table I - Non-Derivative Securities Beneficially Owned**

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership |
|---------------------------------|---|--|--|--|--|
| (Instr. 4)                      | (Month/Day/Year)                        | (Instr. 4)   |  | Direct (D)<br>or Indirect (I)            | (Instr. 5)                                 |
|                                 | Date Exercisable                        | Title  | Amount or Number of Shares                             | Security                                 |  |

|                              |                           |            |              |                      |          |   |   |
|------------------------------|---------------------------|------------|--------------|----------------------|----------|---|---|
| Stock Options (Right to buy) | 04/10/2003 <sup>(1)</sup> | 10/29/2012 | Common Stock | 1,000 <sup>(2)</sup> | \$ 26.75 | D | Â |
| Stock Options (Right to buy) | 05/03/2004 <sup>(3)</sup> | 10/26/2013 | Common Stock | 7,000                | \$ 41.44 | D | Â |
| Stock Options (Right to buy) | Â <sup>(4)</sup>          | 10/26/2014 | Common Stock | 20,000               | \$ 68.66 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| McLean Jeffrey Alan<br>370 WOODCLIFF DRIVE<br>FAIRPORT, NY 14450 | Â             | Â         | Â Pres - U.S. Ops - CVI | Â     |

## Signatures

Jeffrey A  
McLean

09/08/2005

Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 \$76.90, but not earlier than 5/2/05; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$82.39, but not earlier than 5/1/06; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$89.26 but not earlier than 5/1/07; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$96.12 but not earlier than 5/1/08. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 25, 2009.
- (1) Vests when avg closing prices during 30 cons days reaches 29.43; 50% exercisable, 50% exercisable 2 yrs later
- 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 \$46.41, but not earlier than 5/1/04; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$49.73, but not earlier than 5/1/05; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$53.87 but not earlier than 5/1/06; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$58.02 but not earlier than 5/1/07. All options not other wise vesting pursuant to the above timetable shall become exercisable on October 26, 2008.
- (2) Initial grant for 2,000 options on 10/30/2002, 1,000 of which were exercised prior to identification as a Section 16 Insider and 1,000 of which are outstanding at January 6, 2005

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.