

FRUTH JOHN D  
Form 4  
January 11, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average 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 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 \*  
FRUTH JOHN D

2. Issuer Name and Ticker or Trading Symbol  
COOPER COMPANIES INC [COO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
475 ECCLES AVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/06/2005

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

S SAN FRANCISCO, CA 94080  
(City) (State) (Zip)

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

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)
			Code	V	Amount or Price		
Common Stock	01/06/2005	01/06/2005	A		834 <sup>(1)</sup> / <sub>(2)</sub>	A	\$ 0.1 1,375,664 D
Common Stock	01/10/2005	01/10/2005	G		209,614	D	\$ 0 1,166,050 D
Common Stock	01/10/2005	01/10/2005	G		349,357	D	\$ 0 816,693 D
Common Stock							28,896 I 2002 Charitable Trust
Common Stock	01/10/2005	01/10/2005	G		349,357	A	\$ 0 349,357 I 2004 Charitable

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Common Stock	01/10/2005	01/10/2005	S	6,400	D	\$ 71.9	342,957	I	Trust 2004 Charitable Trust
Common Stock	01/10/2005	01/10/2005	S	2,100	D	\$ 71.91	340,857	I	2004 Charitable Trust
Common Stock	01/10/2005	01/10/2005	S	1,500	D	\$ 71.92	339,357	I	2004 Charitable Trust
Common Stock	01/10/2005	01/10/2005	S	7,900	D	\$ 71.95	331,457	I	2004 Charitable Trust
Common Stock	01/10/2005	01/10/2005	G	209,614	A	\$ 0	209,614	I	2004 Family Trust
Common Stock							486,952	I	Shiloh Investments, LLC

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

**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.**

SEC 1474  
(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)	\$ 72.94	01/06/2005	01/06/2005	A	14,583 <u>(1)</u>	<u>(3)</u> 01/05/2015	Common Stock	14,583

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRUTH JOHN D 475 ECCLES AVE S SAN FRANCISCO, CA 94080		X		

## Signatures

John D Fruth                      01/11/2005

\_\_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).
- (3) Vests when average of closing prices during any 30 consecutive trading days after the date of grant reaches \$80.23.
- (2) Restrictions will be removed upon the earlier to occur of 1) the average closing prices during any 30 consecutive trading days after 1-6-05 reaches \$80.23 or 2) January 6, 2010
- (1) Represents pro rated grant amount pursuant to 1996 Non-Employee Director Restricted Stock Plan.

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.