

COOPER COMPANIES INC  
 Form 4  
 September 13, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FRYLING GREGORY A**

(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)  
**09/12/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Pres & COO - CVI**

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	(A) or (D)	Price
Common Stock	09/12/2005	09/12/2005	M		5,000	A	\$ 26.38
Common Stock	09/12/2005	09/12/2005	M		20,000	A	\$ 26.75
Common Stock	09/12/2005	09/12/2005	S		25,000	D	\$ 74.63

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

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SEC 1474  
 (9-02)

number.

**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	09/12/2005	09/12/2005	M	5,000	<u>(1)</u> 11/04/2012	Common Stock	5,000
Stock Options (Right to buy)	\$ 26.75	09/12/2005	09/12/2005	M	20,000	<u>(2)</u> 10/29/2012	Common Stock	20,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

FRYLING GREGORY A  
6140 STONERIDGE MALL DR., SUITE 590  
PLEASANTON, CA 94588

Pres & COO - CVI

## Signatures

Gregory Fryling                      09/12/2005

\*\*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 13,333 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 13,333 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 13,334 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

(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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