

Lindell Jody S  
 Form 4  
 January 09, 2009

**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 \*  
 Lindell Jody S

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)  
 6140 STONERIDGE MALL  
 ROAD, SUITE 590

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/07/2009

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

(Street)  
 PLEASANTON, CA 94588

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/07/2009		G	V 5,267 D \$ 0	2,500	D	
Common Stock	01/07/2009		G	V 5,267 A \$ 0	5,267	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated

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**

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 Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Options (Right to Buy)	\$ 55.33	01/07/2009		G V		11,667	<u>(1)</u>	03/20/2016	Common Stock
Stock Options (Right to Buy)	\$ 55.33	01/07/2009		G V	11,667		<u>(1)</u>	03/20/2016	Common Stock
Stock Options (Right to Buy)	\$ 57.87	01/07/2009		G V		17,500	<u>(2)</u>	10/31/2016	Common Stock
Stock Options (Right to Buy)	\$ 57.87	01/07/2009		G V	17,500		<u>(2)</u>	10/31/2016	Common Stock
Stock Options (Right to Buy)	\$ 42.49	01/07/2009		G V		10,000	<u>(3)</u>	10/31/2017	Common Stock
Stock Options (Right to Buy)	\$ 42.49	01/07/2009		G V	10,000		<u>(3)</u>	10/31/2017	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 17.09	01/07/2009		G V		10,000	<u>(4)</u>	11/02/2018	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 17.09	01/07/2009		G V	10,000		<u>(4)</u>	11/02/2018	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 13.08	01/07/2009		G V		10,000	12/11/2009	12/10/2018	Common Stock

to Buy)

Non-employee  
Director Stock  
Option (Right  
to Buy)

\$ 13.08

01/07/2009

G V 10,000

12/11/2009 12/10/2018

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lindell Jody S 6140 STONERIDGE MALL ROAD SUITE 590 PLEASANTON, CA 94588	X			

## Signatures

/s/ Jody S.  
Lindell

01/09/2009

\*\*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) Vests when average of closing prices during any 30 consecutive trading days after the date of grant reaches \$60.86.
- (2) Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$63.66 or on November 1, 2011, which ever is earliest.
- (3) Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$46.73 or on November 1, 2012, which ever is earliest.
- (4) NED Grant Date 11/3/08 Date Exer.: Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$18.80 or on November 3, 2013, which ever is earliest.

### Remarks:

The transfer of all of the above holdings was made pursuant to a Transfer Agreement dated January 7, 2009 which authorizes I

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.