

RAJESKI ROBERT J
Form 4
January 24, 2005

FORM 4

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

OMB APPROVAL

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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 *
RAJESKI ROBERT J

2. Issuer Name and Ticker or Trading Symbol
COOPER CAMERON CORP
[CAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10810 NW FREEWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President, Cooper Cameron

HOUSTON, TX 77092

(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)	(A) or (D)	5. Amount or Price	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)
Common Stock	01/20/2005		M	11,000	A	\$ 46.91	12,247	D	
Common Stock	01/20/2005		S	11,000	D	\$ 56	1,247	D	
Common Stock	01/20/2005		M	3,030	A	\$ 33	4,277	D	
Common Stock	01/20/2005		M	8,217	A	\$ 36.5	12,494	D	
Common Stock	01/20/2005		F	5,474	D	\$ 54.78	7,020	D	

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Common Stock	01/20/2005	F	1,825	D	\$ 54.78	5,195	D	
Common Stock	01/21/2005	M	14,188	A	\$ 46.91	19,383	D	
Common Stock	01/21/2005	M	2,131	A	\$ 46.91	21,514	D	
Common Stock	01/21/2005	M	16,739	A	\$ 53.72	38,253	D	
Common Stock	01/21/2005	M	1,861	A	\$ 53.72	40,114	D	
Common Stock	01/21/2005	S	1,861	D	\$ 56.2	38,253	D	
Common Stock	01/21/2005	S	16,739	D	\$ 56.2	21,514	D	
Common Stock	01/21/2005	S	2,131	D	\$ 56.2	19,383	D	
Common Stock	01/21/2005	S	14,188	D	\$ 56.2	5,195	D	
Common Stock						12,018	I	by Trust

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 33	01/20/2005		M	3,030	11/15/2004	11/15/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 36.5	01/20/2005		M	8,217	07/30/2002	07/30/2009	Common Stock

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Incentive Stock Option (right to buy)	\$ 46.91	01/21/2005	M	2,131	11/14/2004	11/14/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 53.72	01/21/2005	M	1,861	11/13/2003	11/13/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 54.78	01/20/2005	A	<u>608</u> (1)	01/20/2005	07/30/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.91	01/20/2005	M	11,000	11/14/2004	11/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.91	01/21/2005	M	14,188	11/14/2004	11/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.72	01/21/2005	M	16,739	11/13/2003	11/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 54.78	01/20/2005	A	<u>4,866</u> (1)	01/20/2005	07/30/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 54.78	01/20/2005	A	<u>1,825</u> (1)	01/20/2005	11/15/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAJESKI ROBERT J 10810 NW FREEWAY HOUSTON, TX 77092			Vice President, Cooper Cameron	

Signatures

By: Grace L. Hughes For: Robert Rajeski
01/21/2005

**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).

(1) Grant to reporting person under Rule 16b-3(d) pursuant to the reload feature of the Company's Long-Term Incentive 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.