COOPER CAMERON CORP

Form 4

January 26, 2005

FORM 4

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

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction **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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

MYERS FRANKLIN

(Middle)

(Zip)

Symbol COOPER CAMERON CORP

[CAM]

(First)

(State)

(Month/Day/Year)

1333 WEST LOOP SOUTH, SUITE 01/25/2005 5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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

Senior Vice President

1700

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77027

(City)	(State)	Table	e I - Non-Do	erivative	Securi	ities Acq	quired, Disposed (of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired for(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/25/2005		M	3,030	A	\$ 33	60,284	D	
Common Stock	01/25/2005		F	1,804 (1)	D	\$ 55.4	58,480	D	
Common Stock							0.003	I	by Trust (2)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form

(9-02)

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displays a currently valid OMB control 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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title N
Incentive Stock Option (right to buy)	\$ 33	01/25/2005		M		3,030	11/15/2004	11/15/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 55.4	01/25/2005		A	1,804 (1)		01/25/2005	11/15/2011	Common Stock

Reporting Owners

Panarting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

MYERS FRANKLIN 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027

Senior Vice President

Signatures

By: Grace L. Hughes For: Franklin Myers 01/26/2005

**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).
- $(1) \quad Grant \ to \ reporting \ person \ under \ Rule \ 16b-3(d) \ pursuant \ to \ the \ reload \ feature \ of \ the \ Company's \ Long-Term \ Incentive \ Plan.$
- (2) Held for the reporting person by the Cooper Cameron Corporation 401K Plan Trustee.

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.

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