

Jennings Michael
 Form 3
 March 03, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Jennings Michael		(Month/Day/Year)	COOPER CAMERON CORP [CAM]	
(Last)	(First)	(Middle)	02/25/2005	
1333 WEST LOOP			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
SOUTH, SUITE 1700				
(Street)			(Check all applicable)	
HOUSTON, TX 77027			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Treasurer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,495	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Option (right to buy)	11/12/2006	11/12/2013	Common Stock	2,329	\$ 42.93	D	Â
Incentive Stock Option (right to buy)	Â ⁽¹⁾	11/22/2011	Common Stock	3,974	\$ 50.31	D	Â
Incentive Stock Option (right to buy)	05/30/2003	05/30/2010	Common Stock	4,497	\$ 66.6875	D	Â
Non-Qualified Stock Option (right to buy)	Â ⁽²⁾	11/12/2013	Common Stock	15,004	\$ 42.93	D	Â
Non-Qualified Stock Option (right to buy)	05/14/2004	11/14/2012	Common Stock	2,800	\$ 46.91	D	Â
Non-Qualified Stock Option (right to buy)	11/21/2002	11/15/2011	Common Stock	1,434	\$ 50.16	D	Â
Non-Qualified Stock Option (right to buy)	Â ⁽³⁾	11/22/2011	Common Stock	14,026	\$ 50.31	D	Â
Non-Qualified Stock Option (right to buy)	07/19/2004	11/14/2012	Common Stock	1,453	\$ 51.65	D	Â
Non-Qualified Stock Option (right to buy)	11/13/2003	11/13/2010	Common Stock	12,600	\$ 53.72	D	Â
Non-Qualified Stock Option (right to buy)	01/31/2005	11/14/2012	Common Stock	1,332	\$ 56.31	D	Â
Non-Qualified Stock Option (right to buy)	05/30/2003	05/30/2010	Common Stock	15,503	\$ 66.6875	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jennings Michael 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027	Â	Â	Â VP, Treasurer	Â

Signatures

By: Grace Holmes For: Michael Jennings
03/03/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) The option vests in three annual installments of 1325 shares on November 22, 2005, 1325 shares on November 22, 2006, and 1324 shares on November 22, 2007.
- (2) The option vests in two annual installments of 8667 shares on November 12, 2005, and 6337 on November 12, 2006.
- (3) The option vests in three annual installments of 4676 shares on November 22, 2005, 4675 shares on November 22, 2006, and 4675 shares on November 22, 2007.

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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