

COOPER CAMERON CORP
Form 4
December 29, 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 *
SCHMITT JANE L

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)
1333 WEST LOOP SOUTH, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2005

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

(Street)
HOUSTON, TX 77027

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

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/29/2005		M			4,684	A	\$ 21.3438	35,496	D	
Common Stock	12/29/2005		M			5,824	A	\$ 17.17	41,320	D	
Common Stock	12/29/2005		M			6,060	A	\$ 16.5	47,380	D	
Common Stock	12/29/2005		F			2,426	D	\$ 41.21	44,954	D	
Common Stock									1,576	I	by Trust

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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)	\$ 16.5	12/29/2005		M		6,060		11/15/2004	11/15/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 17.17	12/29/2005		M		5,824		05/08/2001	05/08/2007	Common Stock
Incentive Stock Option (right to buy)	\$ 21.3438	12/29/2005		M		4,684		11/11/2002	11/11/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 41.21	12/29/2005		A		2,426 <u>(1)</u>		12/29/2005	11/15/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMITT JANE L 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027			Vice President, HR	

Signatures

By: Grace B. Holmes For: Jane C. Schmitt
12/29/2005

__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.

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