

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

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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

(Last) (First) (Middle)

6140 STONERIDGE MALL
 ROAD, SUITE 590

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

COOPER COMPANIES INC [COO]

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

01/07/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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.

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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)
				Code	V	(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.

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