

COOPER TIRE & RUBBER CO  
Form 8-K  
November 23, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

November 18, 2004

Cooper Tire & Rubber Company

(Exact name of registrant as specified in its charter)

Delaware

001-04329

344297750

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

701 Lima Avenue, Findlay, Ohio

45840

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

419-423-1321

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01. Entry into a Material Definitive Agreement.**

On November 18, 2004, Cooper Tire & Rubber Company (the "Company") amended and restated its 1998 Non-Employee Directors Compensation Deferral Plan. The plan was amended to provide for an annual grant of 500 phantom stock units to each director who is not an employee of the Company, unless or until the number of units to be granted is changed. Each phantom stock unit represents one share of common stock of the Company. The annual grants will be made each December (or at such other time as may be determined) beginning in 2004. Payment of the units will be made in a single lump sum or in a series of annual installments and will commence not later than 60 days after termination of service as a director. A director may elect to receive payment of the units in cash or shares of Company common stock.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*November 23, 2004*

Cooper Tire & Rubber Company

By: */s/ James E. Kline*

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*Name: James E. Kline  
Title: Vice President, General Counsel and Corporate  
Secretary*