

COOPER COMPANIES INC

Form 4/A

November 30, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CALCAGNO JOHN J

(Last) (First) (Middle)

**6140 STONERIDGE MALL DR.,
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)
03/28/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/30/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CFO - CooperVision

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/28/2006		M		6,666	A	\$ 26.38
Common Stock	03/28/2006		M		6,667	A	\$ 29.5
Common Stock	03/28/2006	03/28/2006	S		6,667	D	\$ 54.69
Common Stock	03/28/2006	03/28/2006	S		6,666	D	\$ 54.69

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

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SEC 1474
(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to buy)	\$ 26.38	03/28/2006		M	6,666	⁽¹⁾ 11/04/2012	Common Stock	6,666
Stock Options (Right to buy)	\$ 29.5	03/28/2006		M	6,667	⁽²⁾ 03/24/2013	Common Stock	6,667

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

CALCAGNO JOHN J
6140 STONERIDGE MALL DR., SUITE 590
PLEASANTON, CA 94588

CFO - CooperVision

Signatures

John J Calcagno 11/30/2006

**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).

(2) The option will become exercisable in three tranches upon achievement of targets within specified timeframes: within the 1st tranche of 20,000 shares, 1/3 became exercisable when FMV achieved \$35.00, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date. Within the 2nd tranche of 20,000 shares, 1/3 became exercisable when FMV achieved \$39.50, remaining

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2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date. Within the 3rd tranche of 20,000 shares, 1/3 became exercisable when FMV achieved \$44.00, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date

- The option will become exercisable in three tranches upon achievement of targets within specified timeframes: within the 1st tranche of 10,000 shares, 1/3 became exercisable when FMV achieved \$31.50, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date. Within the 2nd tranche of 10,000 shares, 1/3 became exercisable when FMV achieved \$35.00, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date. Within the 3rd tranche of 10,000 shares, 1/3 became exercisable when FMV achieved \$39.50, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date
- (1)

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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