FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

OMB APPROVAL

OMB Number: Estimated average burden hours per response: 0.5

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

							•	·											
1. Name and Address of Reporting Person*  BENDER A THOMAS						2. Issuer Name and Ticker or Trading Symbol COOPER COMPANIES INC [ COO ]								(Ch	Relationship eck all applic	cable) or	1	0% Ov	ner
(Last) (First) (Middle) 6140 STONERIDGE MALL ROAD6140 STONERIDGE SUITE 590SUITE 590					01/	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2004  4. If Amandment, Date of Original Filed (Month/Day/Year)									X Officer (give title below)  Chief Executive Officer  Individual or Joint/Group Filing (Check App				
(Street) PLEASANTON CA 94588					-   4. II	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line				n	
(City)	(S	itate)	(Zip)																
		Tab	le I - No	n-Deriv	vative	Se	curiti	ies Acc	quired,	Dis	posed c	of, or	Bene	ficial	ly Owned	l			
Date						2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired Disposed Of (D) (Instr. 5)				Securition Beneficition Owned I	5. Amount of Securities Beneficially Owned Following		ect ( rect ( ) (	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A	) or )	Price	Reporte Transac (Instr. 3	tion(s)			Instr. 4)
Common Stock 0:				01/0	01/06/2004		01/14/2004		M		5,800	)	A	\$0	61	61,294			
Common Stock 0				01/0	01/06/2004		01/07/2004		S		2,000	)	D	\$46.7	5 59	,294	D		
Common Stock 01				01/0	/06/2004		01/0	7/2004	S		2,600	)	D	\$46.8	3 56	,694	D		
Common Stock 01/0				06/2004		01/07/2004		S		200		D	\$46.8	2 56	,494	D			
Common Stock 01/06/					6/2004		01/07/2004		S		900		D	\$46.8	5 55	5 55,594		D	
Common Stock 01/06/					6/2004		01/07/2004		S		100		D	\$46.8	55,494		D		
Common Stock															5,	666	I	,	Wife
		٦	Гable II -								osed of onverti				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Transactio Code (Inst 8)		n of		6. Date Ex Expiration (Month/Da	Date		7. Title and Amount of Securities Underlying Derivative Securit (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Owr Fori Dire or Ir (I) (I	ership n: ct (D) direct nstr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exercisab		xpiration ate	Title	or Nu of	umber					
Employee Stock Option (Right to	\$17.55	01/06/2004	01/14/2004		M	5,800		5,800	03/27/200	1 1	0/23/2010	Comm Stock		,800	\$0	30,000		D	

**Explanation of Responses:** 

A. Thomas Bender

01/07/2004

\*\* Signature of Reporting Person

Date

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).