FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO | DVAL | | | | | |
|------------------------|-----------|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | |
| Estimated average burd | en | | | | | |
| 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* <u>CUMMINS EDGAR J</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol COOPER COMPANIES INC [COO] | | | | | | | | | | | olicable) | g Perso | Person(s) to Issuer 10% Owner | | |
|---|---|--|--|-------------|--|---|---|---|------------------------------------|--------------------------|---------------------|---|-------|-----------------------|-------------------------------|---------------------------|---|---|---|--|--|
| (Last) (First) (Middle) 939 SANDCASTLE DRIVE | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/27/2005 | | | | | | | | | | | Officer (give title pelow) | | Other below) | (specify | |
| (Street) CORONA DEL MAR (City) (State) (Zip) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Indiv Line) X | ′ | | | | | |
| | | Tabl | e I - No | n-Deriva | ative | Se | curitie | s Acc | quired, | Dis | posed o | f, o | r Ber | efic | ially | Owne | ed | | | | |
| 1. Title of Security (Instr. 3) 2. Trans Date (Month/ | | | | | | r) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (| Transaction Code (Instr. | | | | | 4 and Secu Bene | | cially d Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | Code | v | Amount | | | | (A) or (D) | Pri | Tran | | action(s) 3 and 4) | | | (Instr. 4) | | | | |
| Common | 12/27 | 27/2005 | | 12/27/2005 | | S | | 5,000 | | D | \$51 | | 9 | 9,890 | | D | | | | | |
| Common Stock 1: | | | | | 7/2005 | | 12/27/2005 | | S | | 5,000 | | D | \$5 | 1.06 | 4 | 4,890 | | D | | |
| Common Stock 12/2 | | | | | 7/2005 1 | | 12/27/2005 | | S | | 3,126 | | D | \$5 | 1.51 | 1,764 | | D | | | |
| Common Stock | | | | | | | | | | | | | | | | 193 | | I | 1995 Family Trust | | |
| | | Та | | | | | | | | | sed of, onvertib | | | | | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deem Executior if any (Month/Da | ed Date, | 4. Transaction Code (Instr B) | | 5. Nu | mber ative rities ired osed | 6. Date E Expiratio (Month/D | xercis | able and | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | i i | 8. Pr Deri Sec (Inst | vative urity tr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | Ov Fo Dir or (I) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code V (| | (A) | (D) | Date Exercisable | | Expiration Date | Title | or Nu of | ımber | | | | | | | | |

Explanation of Responses:

Edgar J Cummins

12/27/2005

** 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.

^{*} 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).