FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL							
OMB Number:	3235-0104						
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Add	PHER (I	. Date of Event Requiring Stater Month/Day/Yea 1/07/2005	nent	3. Issuer Name and Ticker or Trading Symbol  COOPER COMPANIES INC [ COO ]								
(Last) C/O OCULAI	(First) R SCIENCES I	(Middle)			Relationship of Reporting Perso (Check all applicable)     Director	on(s) to Issue 10% Owne	(M	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)				
1855 GATEW	E 700			X Officer (give title below)	Other (spe below)	, 10.						
(Street)					VP, R&D of Cooper\	√ision, Inc.		X Form filed by One Reporting Person				
CONCORD CA 94520							Form filed b Reporting P	y More than One erson				
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) Form: Dir or Indirec (Instr. 5)		t (D) (Ins	4. Nature of Indirect Beneficial Own (Instr. 5)				
Common Stock					1,000	D						
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (In:		4. Conversio or Exercis Price of	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)				
			Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Derivative Security	Direct (D) or Indirect (I) (Instr. 5)				
Stock Options	(Right to buy)		(1)	10/26/2015	Common Stock	18,000	67.65	D				
Stock Options (Right to buy)			(2)	01/24/2015	Common Stock	16,000	73.4	D				

## **Explanation of Responses:**

1. The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$75.77, but not earlier than 5/1/06; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$81.18, but not earlier than 5/1/07; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$87.95 but not earlier than 5/1/09. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 26, 2010.

<u>J. Christopher Marmo</u> <u>11/09/2005</u>

\*\* Signature of Reporting Person Date

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

- $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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).

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>2.</sup> The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$82.21, but not earlier than 7/26/05; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$88.08, but not earlier than 7/26/06; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$95.42, but not earlier than 7/28/08. All options not otherwise vesting pursuant to the above timetable shall become exercisable on January 24, 2010.