

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>FRUTH JOHN D</u> _____ (Last) (First) (Middle) <u>475 ECCLES AVE</u> _____ (Street) <u>S SAN FRANCISCO CA 94080</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC [COO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner _____ Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2005</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/06/2005	01/06/2005	A		834 ⁽¹⁾⁽²⁾	A	\$0.1	1,375,664	D	
Common Stock	01/10/2005	01/10/2005	G		209,614	D	\$0	1,166,050	D	
Common Stock	01/10/2005	01/10/2005	G		349,357	D	\$0	816,693	D	
Common Stock								28,896	I	2002 Charitable Trust
Common Stock	01/10/2005	01/10/2005	G		349,357	A	\$0	349,357	I	2004 Charitable Trust
Common Stock	01/10/2005	01/10/2005	S		6,400	D	\$71.9	342,957	I	2004 Charitable Trust
Common Stock	01/10/2005	01/10/2005	S		2,100	D	\$71.91	340,857	I	2004 Charitable Trust
Common Stock	01/10/2005	01/10/2005	S		1,500	D	\$71.92	339,357	I	2004 Charitable Trust
Common Stock	01/10/2005	01/10/2005	S		7,900	D	\$71.95	331,457	I	2004 Charitable Trust
Common Stock	01/10/2005	01/10/2005	G		209,614	A	\$0	209,614	I	2004 Family Trust
Common Stock								486,952	I	Shiloh Investments, LLC

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. 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	Amount or Number of Shares
Stock Options (Right to buy)	\$72.94	01/06/2005	01/06/2005	A		14,583 ⁽¹⁾			⁽³⁾	01/05/2015	Common Stock	14,583	\$72.94	14,583	D	

Explanation of Responses:

1. Represents pro rated grant amount pursuant to 1996 Non-Employee Director Restricted Stock Plan.

2. Restrictions will be removed upon the earlier to occur of 1) the average closing prices during any 30 consecutive trading days after 1-6-05 reaches \$80.23 or 2) January 6, 2010
3. Vests when average of closing prices during any 30 consecutive trading days after the date of grant reaches \$80.23.

John D Fruth

01/11/2005

** Signature of Reporting Person

Date

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

* 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).

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.