

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 Instructions 1(b).

1. Name and Address of Reporting Person
 Gregory A. Fryling
 6140 Stoneridge Mall Road
 Suite 590
 CA, Pleasanton 94588
2. Issuer Name and Ticker or Trading Symbol
 The Cooper Companies, Inc. (COO)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 10/30/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Chief Operating Officer - CooperVision, Inc.
7. 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 | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) Amount | A/D | Price | 5. Amount of Securities Beneficially Owned at End of Month | 6. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---------------------|---------|---|-----|-------|--|-------------------------------|--|
|----------------------|---------------------|---------|---|-----|-------|--|-------------------------------|--|

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | A/D | 6. Date Exercisable and Expiration Date Date | 7. Title and Amount of Underlying Securities Title and Number of Shares | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Month | 10. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---------------------|---------|--|-----|---|--|---------------------------------|---|--------------------------------|---|
|---------------------------------|--|---------------------|---------|--|-----|---|--|---------------------------------|---|--------------------------------|---|

| | | | | | | | | | | | |
|--------------------------------------|-------|------------|---|-------|---|------------|--------------|-------|-------|---|--|
| Employee Stock Option (Right to Buy) | 53.50 | 10/30/2002 | A | 20000 | A | 10/29/2012 | Common Stock | 20000 | 20000 | D | |
|--------------------------------------|-------|------------|---|-------|---|------------|--------------|-------|-------|---|--|

Explanation of Responses:

1. The option vests when the average of the closing prices during any 30 consecutive days following the date of grant reaches \$58.85. However, 50% of the option shall become exercisable at that time and 50% will become exercisable 2 years thereafter.