

**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>BENDER A THOMAS</u>  (Last) (First) (Middle) 6140 STONERIDGE MALL DR., SUITE 590  (Street) PLEASANTON CA 94588  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2005	
	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 <input type="checkbox"/> 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	03/15/2005	03/15/2005	M		40,000	A	\$31.11	84,494	D	
Common Stock	03/15/2005	03/15/2005	S		2,000	D	\$81	82,494	D	
Common Stock	03/15/2005	03/15/2005	S		900	D	\$81	81,594	D	
Common Stock	03/15/2005	03/15/2005	S		2,100	D	\$81.04	79,494	D	
Common Stock	03/15/2005	03/15/2005	S		500	D	\$81.13	78,994	D	
Common Stock	03/15/2005	03/15/2005	S		500	D	\$81.14	78,494	D	
Common Stock	03/15/2005	03/15/2005	S		4,000	D	\$81.2	74,494	D	
Common Stock	03/15/2005	03/15/2005	S		500	D	\$81.37	73,994	D	
Common Stock	03/15/2005	03/15/2005	S		1,000	D	\$81.6	72,994	D	
Common Stock	03/15/2005	03/15/2005	S		5,000	D	\$81.63	67,994	D	
Common Stock	03/15/2005	03/15/2005	S		2,000	D	\$81.65	65,994	D	
Common Stock	03/15/2005	03/15/2005	S		1,100	D	\$82.3	64,894	D	
Common Stock	03/15/2005	03/15/2005	S		400	D	\$82.34	64,494	D	
Common Stock	03/16/2005	03/16/2005	S		2,000	D	\$80.25	62,494	D	
Common Stock	03/16/2005	03/16/2005	S		5,300	D	\$80.3	57,194	D	
Common Stock	03/16/2005	03/16/2005	S		700	D	\$80.36	56,494	D	
Common Stock	03/16/2005	03/16/2005	S		1,000	D	\$80.4	55,494	D	
Common Stock	03/16/2005	03/16/2005	S		1,000	D	\$80.41	54,494	D	
Common Stock	03/16/2005	03/16/2005	S		3,700	D	\$80.5	50,794	D	
Common Stock	03/16/2005	03/16/2005	S		100	D	\$80.51	50,694	D	
Common Stock	03/16/2005	03/16/2005	S		200	D	\$80.52	50,494	D	
Common Stock	03/16/2005	03/16/2005	S		3,200	D	\$80.75	47,294	D	
Common Stock	03/16/2005	03/16/2005	S		800	D	\$80.79	46,494	D	
Common Stock	03/16/2005	03/16/2005	S		1,800	D	\$80.85	44,694	D	
Common Stock	03/16/2005	03/16/2005	S		200	D	\$80.88	44,494	D	
Common Stock								5,666	I	Wife

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)		8. Title of Underlying Shares	9. Amount or Number of Shares	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date						
Stock Options (Right to buy)	\$31.11	03/15/2005	03/15/2005	M	40,000	(I)	09/24/2008	Common Stock	40,000	\$31.11	20,000	D	

**Explanation of Responses:**

1. Vesting 50% upon achievement and the remaining 50% one year later

Thomas Bender

03/17/2005

\*\* 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.

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