

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
 Allan E. Rubenstein, M.D.
 15 West 81st Street, #4-G
 NY, New York 10024
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/Day/Year
 11/15/2002
5. If Amendment, Date of Original (Month/Day/Year)
 11/15/2002
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner Officer (give title below) Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Dir- ect (D) or Indir- ect (I)	7. Nature of Indirect Beneficial Ownership

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

1. Title of Derivative Security	2. Con- version or Exer- cise Date of Deriva- tive Secu- rity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date (Month/ Day/ Year)	4. Trans- action Code	5. Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D) Amount	6. Date Exer- cisable and Expiration Date (Month/ Day/ Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri- vative Secu- rity	9. Number of Deriva- tive Securities Benefi- cially Owned Follow- ing Reported Trans- action(s)	10. Dir- ect (D) or Indir- ect (I)	11. Nature of Indirect Beneficial Ownership (I)

Restricted St. ock Option (R ight to Buy)	11/15/ 2002		A		1000 1	A 2	01/15/ 2003	Common Stock	1000		1000	D	
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Explanation of Responses:

1. Shares under this Restricted Stock Grant reflect post-split shares.
2. Restrictions will be removed upon the earlier to occur of 1) the average closing prices during any 30 consecutive trading days after 11/15/02 reaches \$31.73 (post-split) or 2) November 15, 2007.

SIGNATURE OF REPORTING PERSON

Allan E. Rubenstein, M.D.
 Allan E. Rubenstein, M.D.