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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 4, 2002

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-8597
(Commission File Number)

94-2657368
(IRS Employer Identification No.)

6140 Stoneridge Mall Road, Suite 590, Pleasanton, California 94588
(Address of principal executive offices)

(925) 460-3600
(Registrant's telephone number, including area code)

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ITEM 5. Other Events.

On June 4, 2002, The Cooper Companies, Inc. issued a press release reporting results for its second quarter fiscal 2002. A copy of this release is attached and incorporated by reference.

Internet addresses in the release are for information purposes only and are not intended to be hyperlinks to other Cooper Companies information.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
99.1	Press Release dated June 4, 2002 of The Cooper Companies, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COOPER COMPANIES, INC.

By /s/ Stephen C. Whiteford

Stephen C. Whiteford
Vice President and
Corporate Controller
(Principal Accounting Officer)

Dated: June 11, 2002

EXHIBIT INDEX

Exhibit No. -----	Description -----	Sequentially Numbered Page -----
99.1	Press Release dated June 4, 2002 of The Cooper Companies, Inc.	

STATEMENT OF DIFFERENCES

The British pound sterling sign shall be expressed as.....'L'

Subtotal	71.9	57.2	26%	16.4	15.2	8%	23%	27%
HQ Expense	-	-	-	(1.7)		-	-	-
					(1.6)			
TOTAL	\$71.9	\$57.2	26%	\$14.7	\$13.6	8%	20%	24%

Six Months Ended April 30,

	Revenue			Operating Income				
	2002	2001	% Inc.	2002	2001	% Inc.	%Revenue 2002	%Revenue 2001
CVI	\$98.2	\$80.4	22%	\$23.6	\$22.4	6%	24%	28%
CSI	31.8	26.8	19%	7.6	4.1	84%	24%	15%
Subtotal	130.0	107.2	21%	31.2	26.5	18%	24%	25%
HQ Expense	-	-	-	(3.4)		-	-	-
					(3.2)			
TOTAL	\$130.0	\$107.2	21%	\$27.8	\$23.3	19%	21%	22%

Note: Following our implementation of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" at the beginning of this year, we no longer amortize goodwill. Goodwill amortization included in 2001 results reduced operating income by \$911,000 in the three-month period and \$1.8 million in the six-month period.

Second Quarter Operating Highlights

CooperVision

CVI's worldwide soft lens revenue, including two months of revenue from Biocompatibles Eyecare, Inc. which Cooper acquired on February 28, 2002, grew 33% during the second quarter, and 26% through the first half.

Excluding revenue from Biocompatibles, total soft lens revenue grew 4% during the fiscal second quarter and 10% for the first half of the year. CVI faced a difficult second quarter comparison, as during the second quarter of 2001, Rohto Pharmaceuticals, its partner in Japan, purchased \$2.2 million of initial stock of quarterly planned replacement lenses. This order was not repeated in the second quarter of 2002. Excluding the Rohto order, second quarter soft lens 2002 revenue ex-Biocompatibles increased 10% in constant currency in the quarter and 15% year to date.

Worldwide sales of all specialty soft contact lenses including toric, cosmetic, aspheric and multifocal products grew 23% during the quarter and 24% for the first half of the year. Sales of toric contact lenses, which correct astigmatism, increased 10% both during the quarter and year to date, about the same rate of growth as the total toric segment. CVI estimates that it currently holds about 33% of the worldwide segment for toric contact lenses, accounting for 41% of CVI's year-to-date soft lens revenue.

Quarterly CVI Product Revenue Highlights

- o All disposable and planned replacement products, which account for over 75% of CooperVision's worldwide business, grew 30% in the second quarter and 26% for the six-month period.
- o CVI's brands of disposable toric lenses, those replaced after two weeks, continue to gain market share and are now selling more than \$1 million per month. Revenue for these products more than doubled over the comparable quarter a year ago. Disposable toric lenses are the fastest growing products in the worldwide toric segment of the contact lens market and account for about 35% of the total.

- o Together, CVI's disposable and planned replacement toric lenses, those used monthly and quarterly, grew 6% in the quarter and 10% for the first half. These products account for over 80% of the worldwide toric segment.

Quarterly CVI Geographic Revenue Highlights

- o Soft contact lens revenue in the United States, about 55% of CVI's business, grew 15% in a U.S. market that grew about 7% in the first calendar quarter, according to recent market data.
- o Soft lens sales in markets outside of the United States, more than 40% of CVI's total revenue in the quarter, grew 64%.
- o European soft lens revenue, about 35% of CVI's total revenue, more than doubled, as total toric lens business grew 90% over last year's second quarter.

Integration of Biocompatibles

In February, CooperVision announced the acquisition of Biocompatibles Eye Care, Inc., the contact lens business of Biocompatibles plc (LSE: BII), for 'L'68 million (about \$97 million).

Biocompatibles Eye Care (Biocompatibles), the world's sixth largest contact lens manufacturer, had worldwide revenue in calendar 2001 of about \$70 million, with about \$50 million outside of North America. The Proclear line of products, manufactured with proprietary technology that helps enhance tissue-device compatibility, accounted for about 45% of revenue. Proclear lenses are often indicated for patients experiencing mild discomfort relating to dryness during lens wear, a condition that often causes patients to drop out of lens wear.

At the time of the acquisition, Cooper said that it expected transition expenses in the second quarter of fiscal 2002 to reduce EPS by approximately 11 cents and that the transaction would be cumulatively neutral to EPS for the eight-month period ending October 31, 2002 and accretive thereafter. The integration of the businesses is proceeding as planned, and Biocompatibles is expected to be neutral or accretive to earnings per share in the third quarter of 2002 and accretive in the fourth quarter.

CVI estimates that Biocompatibles will add more than \$45 million to CVI's worldwide revenue in the eight months of 2002 following the acquisition and between \$75 million and \$80 million in 2003, following selected product and market rationalization.

In 2003, Biocompatibles is expected to contribute about 50 cents to Cooper's earnings per share and 79 cents in 2004.

New products

Sales of CVI's Frequency Multifocal are ahead of expectations. This product has been placed in 900 practitioner offices to date in the United States, and CVI expects 3,000 office placements by year end. CVI will begin a rollout of Frequency Multifocal in Europe by the end of the third quarter.

Updated sales estimates indicate that CVI's line of cosmetic lenses should reach about \$17 million in revenue in fiscal 2002, about \$3 million below previous expectations. Revenue from Frequency Multifocal and the newly acquired Proclear line should offset this shortfall.

CooperSurgical

Second quarter revenue at CooperSurgical (CSI), the Company's women's healthcare medical device business, increased 20% to \$15.8 million and is up 19% year to date. Organic growth from existing gynecology products in the second quarter of 2002 was 10%. CSI expects revenue of about \$40 million in the second six months of fiscal 2002.

CSI's operating margin improved 9% above the prior year's quarter to 26%.

CSI New Business Activities

- o At the meeting of the American College of Obstetricians and Gynecologists in April, CSI introduced the Guardian Vaginal Retractor, a device used to facilitate episiotomies and the repair of vaginal lacerations. CSI expects revenue for this product of about \$5 million in the next two to three years.

- o Also in April, CSI completed the acquisition of the bone densitometry business of Norland Medical Systems, Inc. Norland's densitometry products, which had 2001 revenue of \$8.5 million, are used in the evaluation of osteoporosis.
- o Building on its strategy to develop a franchise in the infertility market, in May CSI acquired Ackrad Laboratories, Inc., a developer and manufacturer of medical devices used primarily in the assessment of infertility and other gynecological disorders. Ackrad had revenue of \$5.3 million in 2001.

Tax Rate

As a result of the greater percentage of business outside the United States due to the Biocompatibles acquisition and the rapid growth of CVI's international subsidiaries, Cooper's effective tax rate (ETR) (income tax expense divided by pretax income) was 25% for the quarter. If the tax rate had been 27% for the quarter, the ETR currently projected for the full fiscal year, earnings per share would have been 62 cents.

Balance Sheet Items

Cooper recently improved its receivable collections following difficulties caused by the installation of a new enterprise reporting system at CVI. These problems resulted in an unusually high level of Days of Sales

Outstanding (DSO's) at the end of 2001 and the first quarter of 2002. At the end of the current quarter, Cooper's DSO's (excluding the newly acquired operations of Biocompatibles and Norland Medical) were 73 days, down 15% from 86 days at the end of the first quarter. DSO's are expected to return to their target level of 70 to 72 days by the end of the fiscal year.

Inventories have reached a level where desired service levels can be maintained. During 2000, inventory levels fell below acceptable levels and CVI had difficulty efficiently supporting the more than 500 thousand stock keeping items it carries in its inventory. This wide breadth of inventory is necessary to service CVI's extensive range of toric lens parameters that allows practitioners the widest choice of fitting alternatives in the industry.

New Credit Facility

In May, Cooper announced the successful syndication of a new \$225 million bank credit facility. The facility is comprised of a \$75 million five-year term loan with an interest only payment in the first year then fully amortized in the next four years, and a \$150 million three year revolving credit facility.

Interest rates under the new facility are based on LIBOR plus additional basis points predicated on Cooper's ratio of debt to its earnings before interest, taxes, depreciation and amortization (EBITDA.) These range from 125 to 225 basis points for the term loan and from 100 to 200 basis points for the revolver. At the Company's option, it can choose to pay a base rate that is within a range above the prime rate.

Cooper plans to use the facility for general corporate purposes, including acquisitions, and capital expenditures. At the closing, Cooper paid off \$62 million under its existing line of credit and \$44 million in notes owed to Biocompatibles International plc as a result of Cooper's purchase of Biocompatibles Eyecare, Inc.

A total of \$44 million of the credit line had been temporarily restricted pending completion of certain British statutory procedures. These have been completed and the restriction has been removed.

Earnings per Share

All per share amounts mentioned in this report refer to diluted per share amounts from continuing operations.

Conference Call

The Cooper Companies will hold a conference call to discuss its second quarter results today at 2 p.m. Pacific Daylight Time. To access the live call, dial 1-800-500-0177. A replay will be available at 1-888-203-1112 approximately one hour after the call ends and remain available for five days. The access code for both calls is 278298. This call will also be broadcast live on The Cooper Companies' website, www.coopercos.com and at www.bestcalls.com and www.streetevents.com.

Forward-Looking Statements

Some of the information included in this news release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements regarding anticipated growth in our revenue, anticipated market conditions and results of operations. To identify forward-looking statements look for words like "believes," "expects," "may," "will," "should," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases. Discussions of strategy, plans or intentions often contain forward-looking statements. These, and all forward-looking statements, necessarily depend on assumptions, data or methods that may be incorrect or imprecise.

Events, among others, that could cause actual results and future actions to differ materially from those described in forward-looking statements include major changes in business conditions, a major disruption in the operations of our manufacturing facilities, new competitors or technologies, the impact of an undetected virus on our computer systems, acquisition integration delays or costs, increases in interest rates, foreign currency exchange exposure, investments in research and development and other start-up projects, dilution to earnings per share from acquisitions or issuing stock, regulatory issues, changes in tax laws, significant environmental cleanup costs above those already accrued, litigation costs including any related settlements, cost of business divestitures, the requirement to provide for a significant liability or to write off a significant asset, changes in accounting principles or estimates, and other factors described in our Securities and Exchange Commission filings, including the "Business" section in our Annual Report on Form 10-K for the year ended October 31, 2001. We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.

Corporate Information

The Cooper Companies, Inc. and its subsidiaries develop, manufacture and market specialty healthcare products. Corporate offices are located in Lake Forest and Pleasanton, Calif. A toll free interactive telephone system at 1-800-334-1986 provides stock quotes, recent press releases and financial data. Cooper's World Wide Web address is www.coopercos.com.

CooperVision, Inc., markets a broad range of contact lenses for the vision care market. Headquartered in Lake Forest, Calif., it manufactures in Huntington Beach, Calif., Rochester, N.Y., Norfolk, Va., Adelaide, Australia, Farnborough and Hamble, England, Madrid, Spain and Toronto. Its Web address is www.coopervision.com.

CooperSurgical, Inc., with operations in Trumbull, Conn., Fort Atkinson, Wis., Malmo, Sweden, Montreal and Berlin, markets diagnostic products, surgical instruments and accessories for the gynecological market. Its Web address is www.coopersurgical.com.

Trademarks of The Cooper Companies, Inc., its subsidiaries and affiliates are italicized.

(FINANCIAL STATEMENTS FOLLOW)
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THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Income
(In thousands, except for per share amounts)
(Unaudited)

Three Months Ended		Six Months Ended	
April 30,		April 30,	
2002	2001	2002	2001
-----	-----	-----	-----
-----	-----	-----	-----

Net sales	\$ 71,910	\$ 57,182	\$130,022	\$107,158
Cost of sales	27,746	19,713	48,373	36,503
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Gross profit	44,164	37,469	81,649	70,655
Selling, general and administrative expense	28,171	21,755	51,384	43,170
Research and development expense	918	897	1,775	1,781
Amortization of intangibles	392	1,187	700	2,409
	-----	-----	-----	-----
Operating income	14,683	13,630	27,790	23,295
Interest expense	1,441	901	2,334	1,900
Other income (loss), net	(18)	(49)	1,018	777
	-----	-----	-----	-----
Income before income taxes	13,224	12,680	26,474	22,172
Provision for income taxes	3,306	3,970	7,151	7,153
	-----	-----	-----	-----
Net income	\$ 9,918	\$ 8,710	\$ 19,323	\$ 15,019
	=====	=====	=====	=====
Diluted earnings per share	\$ 0.64	\$ 0.58	\$ 1.24	\$ 1.00
	=====	=====	=====	=====
Number of shares used to compute earnings per share	15,564	15,124	15,548	14,976
	=====	=====	=====	=====
Memo:				
Cash flow (income before income taxes plus depreciation and amortization) per diluted share. Includes amounts for depreciation of \$2,660 and \$1,344 in the three months ended and \$4,445 and \$2,658 in the six months ended April 30, 2002 and 2001, respectively	\$ 1.05	\$ 1.01	\$ 2.04	\$ 1.82
	=====	=====	=====	=====

Note: Following our implementation of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" at the beginning of this year, we no longer amortize goodwill. Goodwill amortization included in 2001 results reduced operating income by \$911,000 and \$1.8 million in the three- and six-month periods, respectively

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Balance Sheets
(In thousands)
(Unaudited)

	April 30, 2002	October 31, 2001
	-----	-----
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 17,033	\$ 12,928
Trade receivables, net	66,563	55,318
Marketable securities	4,016	7,982
Inventories	73,181	51,153
Deferred tax assets	20,604	17,308
Other current assets	17,197	10,516
	-----	-----
Total current assets	198,594	155,205
	-----	-----
Property, plant and equipment, net	88,492	61,028
Goodwill	199,997	131,732
Other intangibles, net	17,319	13,890

Deferred tax asset	24,286	31,246
Other assets	3,243	3,748
	-----	-----
	\$531,931	\$396,849
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Short-term debt	\$ 93,770	\$ 8,249
Other current liabilities	86,948	59,724
	-----	-----
Total current liabilities	180,718	67,973
	-----	-----
Long-term debt	70,790	60,553
Other liabilities	3,831	12,039
	-----	-----
Total liabilities	255,339	140,565
	-----	-----
Stockholders' equity	276,592	256,284
	-----	-----
	\$531,931	\$396,849
	=====	=====