

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McLean Jeffrey Alan</u>	2. Date of Event Requiring Statement (Month/Day/Year) 01/06/2005	3. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC [ COO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>Pres - U.S. Ops - CVI</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 01/06/2005
(Last) (First) (Middle) 370 WOODCLIFF DRIVE			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
(Street) FAIRPORT NY 14450			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to buy)	04/10/2003 <sup>(1)</sup>	10/29/2012	Common Stock	1,000 <sup>(2)</sup>	26.75	D	
Stock Options (Right to buy)	05/03/2004 <sup>(3)</sup>	10/26/2013	Common Stock	7,000	41.44	D	
Stock Options (Right to buy)	(4)	10/26/2014	Common Stock	20,000	68.66	D	

## Explanation of Responses:

1. Vests when avg closing prices during 30 cons days reaches 29.43; 50% exercisable, 50% exercisable 2 yrs later

2. Initial grant for 2,000 options on 10/30/2002, 1,000 of which were exercised prior to identification as a Section 16 Insider and 1,000 of which are outstanding at January 6, 2005

3. The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$46.41, but not earlier than 5/1/04; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$49.73, but not earlier than 5/1/05; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$53.87 but not earlier than 5/1/06; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$58.02 but not earlier than 5/1/07. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 26, 2008.

4. The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$76.90, but not earlier than 5/2/05; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$82.39, but not earlier than 5/1/06; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$89.26 but not earlier than 5/1/07; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$96.12 but not earlier than 5/1/08. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 25, 2009.

Jeffrey A McLean09/08/2005

\*\* 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 5 (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.