

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q-A

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR QUARTERLY PERIOD ENDED APRIL 30, 1996

() TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 1-8597

THE COOPER COMPANIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

94-2657368

(STATE OR OTHER JURISDICTION
OF INCORPORATION OR
ORGANIZATION)

(I.R.S. EMPLOYER
IDENTIFICATION NO.)

6140 STONERIDGE MALL RD., SUITE 590, PLEASANTON, CA 94588

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE
(510) 460-3600

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS
REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF
1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE
REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH
FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES X NO

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF ISSUER'S CLASSES OF
COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE.

COMMON STOCK, \$.10 PAR VALUE 11,656,833 SHARES

CLASS

OUTSTANDING AT
MAY 31, 1996

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 on Form 10-Q for the fiscal quarter ended April 30, 1996, as set forth in the page attached hereto:

Part II. Item 4. Submission of Matters to a Vote of Security Holders.

PART II

Item 4. Submission of Matters to a Vote of Security Holders.

The 1996 Annual Meeting of Stockholders was held on March 27, 1996.

Each of the seven individuals nominated to serve as directors of the Company were re-elected to office. Information with respect to votes cast for or withheld from such nominee is set forth below:

Director	Votes For	Votes
		Withheld
A. Thomas Bender	10,513,821	124,467
Mark A. Filler	10,508,548	129,740
Michael H. Kalkstein	10,514,071	124,217
Moses Marx	10,514,061	124,227
Donald Press	10,514,053	124,235
Steven Rosenberg	10,510,405	127,883
Allan E. Rubenstein	10,514,149	124,139

Stockholders were asked to approve the Company's 1996 Long-Term Incentive Plan for Non-Employee Directors. A total of 9,880,320 shares voted in favor of the proposal, 658,498 shares voted against the proposal and 104,470 shares abstained from voting.

Stockholders were also asked to ratify the appointment of KPMG Peat Marwick LLP as independent certified public accountants for the Company for the fiscal year which ended October 31, 1996. A total of 10,516,041 shares were voted in favor of the ratification, 75,727 shares were voted against it and 46,520 shares abstained.

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 thereunto duly authorized.

The Cooper Companies, Inc.

(Registrant)

Date: August 27, 1996

/s/ Robert S. Weiss

Executive Vice President, Treasurer
and Chief Financial Officer

