

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>REMMELL PAUL L</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Pres & CFO - CSI
	3. Date of Earliest Transaction (Month/Day/Year) 10/05/2005	
		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

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	10/05/2005	10/06/2005	M		20,000	A	\$26.38	20,000	D	
Common Stock	10/05/2005	10/06/2005	M		10,000	A	\$26.75	30,000	D	
Common Stock	10/05/2005	10/05/2005	S		20,000	D	\$77.53	10,000	D	
Common Stock	10/05/2005	10/06/2005	S		10,000	D	\$77.53	0	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to buy)	\$26.38	10/05/2005	10/06/2005	M			20,000	(1)	11/04/2012	Common Stock	20,000	\$26.38	0	D	
Stock Options (Right to buy)	\$26.75	10/05/2005	10/06/2005	M			10,000	(2)	10/29/2012	Common Stock	10,000	\$26.75	0	D	

Explanation of Responses:

- The option will become exercisable in three tranches upon achievement of targets within specified timeframes: within the 1st tranche of 10,000 shares, 1/3 became exercisable when FMV achieved \$31.50, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date. Within the 2nd tranche of 10,000 shares, 1/3 became exercisable when FMV achieved \$35.00, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date. Within the 3rd tranche of 10,000 shares, 1/3 became exercisable when FMV achieved \$39.50, remaining 2/3 shall become exercisable one the 1st and 2nd anniversary of the vesting date
- Vests when avg closing prices during 30 cons days reaches 29.43; 50% exercisable, 50% exercisable 2 yrs later

Paul L Rimmell

12/08/2005

** 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 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.

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.