



FORM 4  
 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person*          Cooper Life Sciences, Inc.</p> <p>(Last) (First) (Middle)</p> <p>160 Broadway          (Street)</p> <p>New York, NY 10038          (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol          The Cooper Companies, Inc. (COO)</p> <p>3. IRS or Social Security Number of Reporting Person (Voluntary)          94-2563513</p>	<p>4. Statement for Month/Year          February 1997</p> <p>5. If Amendment, Date of Original (Month/Year)</p> <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)          Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/>          --- ---          Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>          --- ---          -----          7. Individual or Joint/Group Filing (Check Applicable Line)          Form filed by One Reporting Person          ----          Form filed by more than One Reporting Person          ----</p>
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Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.10 per share	02/03/97	S			6,800	D 18.625		
	02/03/97	S			10,000	D 18.75		
	02/03/97	S			10,000	D 18.875		
	02/03/97	S			10,000	D 19.00		
	02/03/97	S			10,000	D 19.125		
	02/03/97	S			10,000	D 19.25		
	02/03/97	S			10,000	D 19.375		
	02/04/97	S			10,000	D 19.50		
	02/04/97	S			10,000	D 19.625		
	02/04/97	S			10,000	D 19.75		
	02/04/97	S			10,000	D 19.875		
	02/04/97	S			10,000	D 20.00		
	02/04/97	S			10,000	D 20.125		
	02/04/97	S			10,000	D 20.25		
	02/05/97	S			8,000	D 20.375		
	02/06/97	S			5,000	D 20.00		
	02/06/97	S			5,000	D 20.125		
	02/06/97	S			5,000	D 20.25		
	02/06/97	S			7,000	D 20.375		
	02/06/97	S			15,000	D 20.50		
	02/06/97	S			15,000	D 20.625		
	02/06/97	S			4,500	D 20.75		
	02/07/97	S			10,500	D 20.75		
	02/07/97	S			15,000	D 20.875		
	02/07/97	S			2,100	D 21.00		
	02/10/97	S			12,900	D 21.00		
	02/10/97	S			15,000	D 21.125		
	02/19/97	S			15,000	D 21.25		
	02/19/97	S			15,000	D 21.375		
	02/19/97	S			15,000	D 21.50		
02/20/97	S			15,000	D 21.625			
02/20/97	S			15,000	D 21.75			
02/21/97	S			100	D 21.875			
02/24/97	S			14,900	D 21.875			
02/24/97	S			15,000	D 22.00			
02/24/97	S			15,000	D 22.125			
02/24/97	S			15,000	D 22.25			
02/24/97	S			15,000	D 22.375			
02/24/97	S			11,900	D 22.50			
02/25/97	S			3,100	D 22.50	1,447,533	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (over)  
 (Print or Type Responses)





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)	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)
			Code V	(A) (D)	Date Expiration Exercisable Date
1. Title of Derivative Security (Instr. 3)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Title Amount or Number of Shares				

Explanation of Responses:

\*\*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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

/s/ Steven Rosenberg  
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\*\*Signature of Reporting Person  
Steven Rosenberg  
Vice President

March 7, 1997  
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Date  
  
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