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

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

For Quarterly Period Ended July 31, 1995

( ) 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.)

One Bridge Plaza, Fort Lee, New Jersey	07024
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code
(201) 585-5100

Indicate by check mark whether the registrant (1) has filled 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	34,432,041 Shares
Class	Outstanding at August 25, 1995

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION
Item 1. FINANCIAL STATEMENTS
THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Statement of Income
(In thousands, except per share figures)
(Unaudited)

	Three Months Ended July 31,		Nine Months Ended July 31,	
	1995	1994	1995	1994
Net sales of products	$ 14,751	$ 13,010	$ 40,323	$ 37,558
Net service revenue	10,498	10,891	31,930	33,705
Net operating revenue	25,249	23,901	72,253	71,263
Cost of services provided	10,110	10,175	30,477	30,601
Cost of products sold	4,628	4,626	12,939	13,333
Research and development expense	632	904	2,507	3,232
Selling, general and administrative expense	6,744	7,044	20,275	24,236
Amortization of intangibles	211	211	633	633
Income (loss) from operations	2,924	941	5,422	(772)
Provision (credit) for settlement of disputes	(1,031)	1,000	(1,499)	4,950
Interest expense	1,192	1,042	3,472	3,468
Other income (expense), net	142	268	442	(485)
Income (loss) before income taxes	2,905	(833)	3,891	(9,675)
Provision for (benefit of) income taxes	85	(3,887)	191	(3,729)
Net income (loss)	2,820	3,054	3,700	(5,946)
Less, preferred stock dividend	--	54	--	54
Net income (loss) applicable to common stock	$ 2,820	$ 3,000	$ 3,700	$ (6,000)
Net income (loss) per common share	$ 0.08	$ 0.09	$ 0.11	$ (0.20)
Average number of common shares outstanding	34,772	34,361	34,777	30,206

See accompanying notes.

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

	July 31, 1995	October 31, 1994
ASSETS		
Current assets:		
Cash and cash equivalents	$ 8,786	$ 10,320
Trade and other receivables, net	20,704	18,252
Inventories	10,347	11,696
Other current assets	2,787	3,237
Total current assets	42,624	43,505
Property, plant and equipment at cost	46,005	45,470
Less, accumulated depreciation and amortization	11,946	10,683
	34,059	34,787
Intangibles, net:		
Excess of cost over net assets acquired	13,468	14,133
Other	1,882	1,194
	15,350	15,327
Other assets	1,297	1,439
	$ 93,330	$ 95,058
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Borrowings under line of credit	$ 2,885	--
Current installments of long-term debt	2,346	1,453
Accounts payable	5,752	6,580
Employee compensation, benefits and severance	6,114	6,390
Other accrued liabilities	13,290	17,728
Accrued income taxes	10,066	10,105
Total current liabilities	40,453	42,256
Long-term debt	43,561	45,989
Other noncurrent liabilities	8,652	10,467
Total liabilities	92,666	98,712
Commitments and Contingencies (see Note 2)		
Stockholders' equity (deficit):		
Common stock, $.10 par value	3,433	3,388
Additional paid-in capital	180,586	179,883
Translation adjustments	(526)	(396)
Accumulated deficit	(182,829)	(186,529)
Total stockholders' equity (deficit)	664	(3,654)
	$ 93,330	$ 95,058

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Statement of Cash Flows
(In thousands)
(Unaudited)

	Nine Months Ended July 31, 1995	Nine Months Ended July 31, 1994
Net cash used by operating activities	$ (1,651)	$ (3,332)
Cash flows from investing activities:		
Cash from sales of assets and businesses (including releases of cash from escrow)	145	2,622
Sales of temporary investments	37	7,285
Purchase of intangible	(614)	--
Purchases of property, plant and equipment	(1,450)	(451)
Net cash provided (used) by investing activities	(1,882)	9,456
Cash flows from financing activities:		
Proceeds from line of credit, net	2,885	--
Payments associated with the Exchange Offer and Consent Solicitation including debt restructuring costs	--	(5,405)
Payments of current installments of long-term debt	(960)	(1,112)
Proceeds from exercise of warrants	74	--
Net cash provided (used) by financing activities	1,999	(6,517)
Net decrease in cash and cash equivalents	(1,534)	(393)
Cash and cash equivalents - beginning of period	10,320	10,113
Cash and cash equivalents - end of period	$ 8,786	$ 9,720
Cash paid for:		
Interest	$ 3,237	$ 3,130
Income taxes	$ 230	$ 120

In January 1994 the Company issued $22,000,000 of 10% Senior Subordinated Secured Notes due 2003 and paid approximately $4,350,000 in cash (exclusive of transaction costs) in exchange for approximately $30,000,000 of 10-5/8% Convertible Subordinated Reset Debentures due 2005.

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Notes to Consolidated Condensed Financial Statements
(Unaudited)

Note 1. General

The Cooper Companies, Inc. and its subsidiaries (the "Company") develop, manufacture and market healthcare products, including a range of contact lenses and diagnostic and surgical instruments and accessories. The Company also provides healthcare services through the ownership and operation of certain psychiatric facilities and, through May 1995, the management of other such facilities.

During interim periods, the Company follows the accounting policies set forth in its Annual Report on Form 10-K filed with the Securities and Exchange Commission. Readers are encouraged to refer to the Company's Form 10-K for the fiscal year ended October 31, 1994 when reviewing interim financial results. Quarterly results are not necessarily indicative of results to be expected for other quarters or the fiscal year.

In the opinion of management, the accompanying unaudited consolidated condensed financial statements contain all adjustments necessary to present fairly the Company's consolidated financial position as of July 31, 1995 and October 31, 1994 and the consolidated results of its operations for the three- and nine-month periods ended July 31, 1995 and 1994, and its consolidated cash flows for the nine months ended July 31, 1995 and 1994. With the exception of certain adjustments discussed in Part I, Item 2 under "Settlement of Disputes," such adjustments consist only of normal and recurring adjustments. Certain reclassifications have been applied to the prior periods' financial statements to conform such statements to the current periods' presentation. None of such reclassifications had any impact on the prior periods' net results.

Note 2. Legal Proceedings

The Company is a defendant in a number of legal actions relating to its past or present businesses in which plaintiffs are seeking damages. Except as described below, in the opinion of management, after consultation with counsel, the ultimate disposition of those actions will not materially affect the Company's financial position.

The Company is named as a nominal defendant in a shareholder derivative action entitled Harry Lewis and Gary Goldberg v. Gary A. Singer, Steven G. Singer, Arthur C. Bass, Joseph C. Feghali, Warren J. Keegan, Robert S. Holcombe and Robert S. Weiss, which was filed on May 27, 1992 in the Court of Chancery, State of Delaware, New Castle County. Lewis and Goldberg subsequently amended their complaint, and the Delaware Chancery Court consolidated the amended complaint with a similar complaint filed by another plaintiff as In re The Cooper Companies, Inc. Litigation, Consolidated C.A. 12584.

The Lewis and Goldberg amended complaint was designated as the operative complaint (the "Derivative Complaint").

The Derivative Complaint alleges that certain directors of the Company and Gary A. Singer, as Co-Chairman of the Board of Directors, caused or allowed the Company to be a party to a "trading scheme" to "frontrun" high yield bond purchases by the Keystone Custodian Fund, Inc., a group of mutual funds. The Derivative Complaint also alleges that the defendants violated their fiduciary duties to the Company by not vigorously investigating certain allegations of securities fraud. The Derivative Complaint requests that the Court order the defendants (other than the Company) to pay damages and expenses to the Company and certain of the defendants to disgorge their profits to the Company. On October 16, 1992, the defendants moved to dismiss the Derivative Complaint on the grounds that it fails to comply with Delaware Chancery Court Rule 23.1 and that Count III of the Derivative Complaint fails to state a claim. No further proceedings, except discovery, have taken place. The parties have been engaged in negotiations and have agreed upon the terms of a settlement, which will have no material impact on the Company. Upon completion of discovery and the settlement documentation, the proposed settlement will be submitted to the Court for approval following notice to the Company's shareholders and a hearing. Accordingly, there can be no assurance that the proposed settlement will ultimately end the litigation. The individual defendants have advised the Company that they believe they have meritorious defenses to the lawsuit and that, in the event the case proceeds to trial, they intend to defend vigorously against the allegations in the Derivative Complaint.

The Company was also named as a nominal defendant in a shareholder derivative action entitled Bruce D. Sturman v. Gary A. Singer, Steven G. Singer, Brad C. Singer, Dorothy Singer as the Executrix of the Estate of Martin Singer, Karen Sue Singer, Norma Singer Brandes, Normel Construction Corp., Brandes & Singer, and Romulus Holdings, Inc., which was filed on June 6, 1995 in the Court of Chancery of the State of Delaware, New Castle County. The complaint is similar to a derivative complaint filed by Mr. Sturman in the Supreme Court of the State of New York on May 26, 1992, which was dismissed under New York Civil Practice Rule 327(a) on August 17, 1993. The dismissal of the New York case was affirmed by the Appellate Division on March 28, 1995. The allegations in the newly filed complaint relate to substantially the same facts and events at issue in In re The Cooper Companies, Inc. Litigation described above, and similar relief is sought. On July 19, 1995, the defendants filed a motion to dismiss the complaint for failure to comply with Delaware Chancery Court Rule 23.1. On August 18, 1995, the plaintiff filed a motion to consolidate this action with In re The Cooper Companies, Inc. Litigation. Both motions are pending.

Under an agreement dated July 11, 1985, as amended (the "HMG Agreement"), Hampton Medical Group, P.A. ("HMG"), which is not affiliated with the Company, contracted to provide clinical and clinical administrative services at Hampton Psychiatric Institute ("Hampton Hospital"), the primary facility operated by Hospital Group of New Jersey, Inc. ("HGNJ"), a subsidiary of the Company's psychiatric hospital holding company, Hospital Group of America, Inc. ("HGA"). In late 1993 and early 1994, HGNJ delivered notices to HMG asserting that HMG had defaulted under the HMG Agreement based upon billing practices by HMG that HGNJ believed to be fraudulent. At the request of HMG, a New York state court enjoined HGNJ from terminating the HMG Agreement based upon the initial notice and ordered the parties to arbitrate whether HMG had defaulted.

On February 2, 1994, HMG commenced an arbitration in New York, New York (the "Arbitration"), entitled Hampton Medical Group, P.A. and Hospital Group of New Jersey, P.A. (American Arbitration Association), in which it contests the alleged default. In addition, HMG made a claim against HGNJ for unspecified damages based on allegedly foregone fees on the contention that HMG has the right to provide services at all HGNJ-owned facilities in New Jersey, including certain outpatient clinics and the Hampton Academy, at which non-HMG physicians have been employed. HGNJ has responded by asserting, among other things, that (1) HMG has no contractual right to provide services at those facilities, (2) HMG has waived or lost any such right, if such right ever existed, and (3) HGNJ's assertions of billing fraud are a defense to any such right.

As HGNJ's knowledge of HMG's billing practices developed, HGNJ notified the authorities and, subsequently, Blue Cross and Blue Shield of New Jersey, Inc. ("Blue Cross"), the largest of the third party payors from which HGNJ received payment for its hospital services from 1988 through 1994.

During December 1994, Blue Cross informed HGNJ that it had investigated matters at Hampton Hospital and concluded that it had been overcharged as a result of those matters, including fraudulent practices of HMG which resulted in increased hospital bills to Blue Cross subscribers. On December 30, 1994, Blue Cross and HGNJ entered into an agreement to settle all claims against Hampton Hospital on behalf of Blue Cross subscribers and certain other subscribers for whom Blue Cross administers claims. The settlement includes a cash payment, over time, by HGNJ, offset by certain amounts owed by Blue Cross to HGNJ.

On the same day, Blue Cross commenced a lawsuit in the Superior Court of New Jersey entitled Blue Cross and Blue Shield of New Jersey, Inc. v. Hampton Medical Group, et al. against HMG and certain related entities and individuals unrelated to HGNJ or its affiliates alleging, among other things, fraudulent billing practices (the "Blue Cross Action"). HGNJ is cooperating with Blue Cross in Blue Cross' investigation of HMG. HGNJ has also received certain requests for information from the State of New Jersey Department of Insurance with respect to a related investigation, with which HGNJ is also cooperating.

On or about April 12, 1995, an individual defendant in the Blue Cross Action who was formerly employed by HMG, Dr. Charles Dackis, commenced a third party claim in the Blue Cross Action against HGNJ, HGA and the Company, alleging a right under the HMG Agreement to indemnity in an unspecified amount for fees, expenses and damages that he might incur in that action. In a letter brief filed on or about April 17, 1995, HMG indicated an intention to bring a similar claim at a later date. On or about May 16, 1995, HGNJ, HGA and the Company filed an answer to the complaint, and HGNJ and HGA brought counter-claims against Dr. Dackis and cross- claims against HMG and Dr. A.L.C. Pottash, another individual defendant and the owner of HMG, in an amount to be determined, based on allegations of fraudulent and improper billing practices.

The Company and Dr. Pottash have recently agreed to suspend the Arbitration pending discussions between the parties with a view toward negotiating a buy out of the HMG Agreement and a dismissal of the claims against the Company, HGA and HGNJ in the Blue Cross Action. There can be no assurance that such discussions will result in a settlement of the dispute. If a settlement is achieved, it would probably require a payment, or a series of payments over time, to HMG that could have a material adverse effect on the Company's fiscal 1995 net income. In the opinion of the Company's management, however, results of operations at Hampton Hospital would be expected to improve significantly after termination of the HMG Agreement and the Company's long-term financial condition would not be adversely affected.

In the absence of a settlement, HGNJ intends to seek recovery from HMG for any losses, expenses or other damages HGNJ incurs or has incurred by reason of HMG's conduct, including any damages that may result from any future claims by other third party payors or others arising out of the billing or other practices at Hampton Hospital, which claims could, in the aggregate, be material. Management of the Company, however, after consultation with counsel, does not believe that the outcome of such future claims (should any be brought) would, in the aggregate, have a material adverse effect on the Company's financial condition. There can be no assurance, however, that HGA will be able to recover the amount of any or all such losses, expenses or damages from HMG.

Note 3. Settlement of Disputes

On April 30, 1995, HGA and Progressions Health Systems, Inc. entered into an agreement which settled cross claims between the parties related to purchase price adjustments (which were credited to goodwill) and other disputes and provided for a series of payments to be made to HGA. Pursuant to this agreement, HGA received approximately $625,000 in the nine months ended July 31, 1995, $255,000 of which has been credited to Settlement of Disputes.

In July 1995 the Company received and credited to Settlement of Disputes a payment of approximately $900,000 from one of its insurers representing the settlement of a claim the Company had made on such insurer under a directors and officers liability insurance policy. The Company's claim was associated with litigation expenses and settlements of litigation involving previous management of the Company.

The balance of the $1,499,000 credit recorded in 1995 primarily relates to adjustments to certain estimated accruals no longer required.

Note 4. Inventories

Inventories are stated at the lower of cost, determined on a first in, first out or average cost basis, or market.

The components of inventories are as follows:

	July 31, 1995	October 31, 1994
	(In thousands)	
Raw materials	$ 2,234	$ 3,197
Work-in-process	1,030	973
Finished goods	7,083	7,526
	$10,347	$11,696

Note 5. Long-Term Debt

Long-term debt consists of the following:

	July 31, 1995	October 31, 1994
	(In thousands)	
10% Senior Subordinated Secured Notes due 2003	$ 24,958	$ 25,410
10-5/8% Convertible Subordinated Reset Debentures due 2005	9,214	9,210
Bank term loan	10,056	10,556
Industrial Revenue Bonds	1,595	2,000
Capitalized leases	84	266
	45,907	47,442
Less current installments	2,346	1,453
	$ 43,561	$ 45,989

Note 6. Subsequent Event

On August 30, 1995, the 30-day average of the price of the Company's common stock exceeded $3.00 per share. Accordingly, participants in the Company's Turnaround Incentive Plan (the "TIP") were awarded the remaining two-thirds of the total award for which they were eligible under the TIP. The initial one-third was earned and paid to participants in May 1994. See "The Company's Turnaround Incentive Plan" in Note 11 of Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended October 31, 1994. Payments for the final two-thirds will be made in September 1995 in cash (a total of $475,833) and by means of the issuance of a total of 291,946 shares of restricted stock under the Company's Long-Term Incentive Plan. In general, restrictions will be removed from 50% of such restricted shares on August 30, 1996, and from the balance one year later.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

References to Note numbers below are references to the Notes to Consolidated Condensed Financial Statements of the Company located in Item 1. herein.

Capital Resources & Liquidity

The Company's financial condition has stabilized significantly in fiscal 1995. Subsequent to the first quarter, in which payments to settle disputes and for legal fees resulted in negative operating cash flow of $5,008,000, the Company has generated $3,357,000 in positive operating cash flow, thereby narrowing the nine-month operating cash flow deficit to $1,651,000. Included in 1995's year-to-date operating cash flow was $1,417,000 cash received from the successful settlement of certain disputes. The primary contributors to this positive cash flow include continued strong performance by CooperVision, Inc. ("CVI"), the Company's contact lens business, in combination with decreased headquarters expenses (including legal fees) and the successful settlement of certain disputes and litigation. In addition, the Company has adjusted its corporate focus to favor acquiring products ready for market and/or already in the market, rather than funding longer-term higher risk research and development projects. Management expects that this will result in improved ongoing cash flow and, together with the financing activities discussed below, greater availability of cash to fund strategic acquisitions and other cash requirements. The Company is in active discussions with the medical group that has the exclusive contract to provide psychiatric services at Hampton Hospital, with a view toward negotiating a contract buy out that would improve future operating results. (See Note 2.)

Management believes that, absent extraordinary events, the Company is now in a position to generate sufficient cash to fund its internal operating needs.

In 1994, CVI entered into a credit agreement with a commercial lender providing for advances of up to $8,000,000. To date, CVI has drawn down on this agreement only to the extent required to generate interest expense equal to minimum interest requirements included in the agreement. At July 31, 1995, there was $2,885,000 owing under the credit agreement. The Company is evaluating various acquisition opportunities and, should it consummate any of those transactions, funds available under the credit agreement may be used. The Company is also exploring various methods of raising additional capital.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

Three and Nine Months Ended July 31, 1995 Compared with Three and Nine Months Ended July 31, 1994.

Net Sales of Products: Net sales of products increased by $1,741,000 or 13% and $2,765,000 or 7% for the three and nine months ended July 31, 1995, respectively, over the corresponding 1994 periods.

(Dollars in 000's)

	Three Months Ended July 31, 1995	Three Months Ended July 31, 1994	% Incr. (Decrease)	Nine Months Ended July 31, 1995	Nine Months Ended July 31, 1994	% Incr. (Decrease)
CVI*	$11,481	$ 9,740	18%	$30,833	$27,712	11%
CSI**	3,270	3,178	3%	9,474	9,523	(1%)
CVP***	--	92	N/A	16	323	N/A
	$14,751	$13,010	13%	$40,323	$37,558	7%

* CVI = CooperVision, Inc.
** CSI = CooperSurgical, Inc.
*** CVP = CooperVision Pharmaceuticals, Inc.

Net sales of CVI increased both domestically and in Canada. The primary contributors to the growth included increased sales of the Preference spherical product line and the Hydrasoft'r' toric and Preference Toric'tm' product lines (the latter of which was launched in the fourth quarter of fiscal 1994), which grew by approximately 50% in the aggregate over the comparable nine-month periods. These increases were partially offset by anticipated decreases in sales of more mature product lines.

Net sales of CSI increased in the third quarter 1995 v. the third quarter 1994 in its gynecology product lines (which include LEEP'tm' instruments) by approximately 10%; the increase was offset by reduced sales of endoscopy products.

Net Service Revenue: Hospital Group of America, Inc.'s ("HGA") net service revenue consists of the following:

(Dollars in 000's)

	Three Months Ended July 31, 1995	Three Months Ended July 31, 1994	% Incr./ (Decrease)	Nine Months Ended July 31, 1995	Nine Months Ended July 31, 1994	% Incr./ (Decrease)
Net patient revenue	$ 10,347	$ 10,391	--	$ 30,779	$ 32,205	(4%)
Management fees	151	500	(70%)	1,151	1,500	(23%)
	$ 10,498	$ 10,891	(4%)	$ 31,930	$ 33,705	(5%)

Net patient revenue was flat for the third quarter 1995 v. the third quarter 1994. Net patient revenue for the first nine months of 1995 decreased by $1,426,000 or 4% v. the first nine months of 1994. Revenues have been pressured by the current industry trend towards increased managed care, which results in decreased daily rates and declines in average lengths of stay. Management is endeavoring to mitigate those pressures by increasing the number of admissions to its hospitals, and by providing outpatient and other ancillary services. In addition, management estimates that the dispute with the Hampton Medical Group has reduced revenues during the first nine months of 1995 at Hampton Hospital by approximately $1,000,000 compared with the first nine months of 1994 (see Note 2). Management fees resulted from a contract to manage three psychiatric facilities. The contract expired by its terms in May 1995.

Cost of Services Provided: Cost of services provided represents all of the costs (other than financing costs) incurred by HGA in generating net service revenue. The result of subtracting cost of services provided from net service revenue is a profit of $388,000, or 3.7%, of net service revenue in the third quarter of 1995 and $1,453,000, or 4.6%, in the first nine months of 1995. The corresponding profits were $716,000, or 6.6% of net service revenue, and $3,104,000, or 9.2%, in the three- and nine-month periods ended July 31, 1994, respectively. The decreased percentage of profit is primarily attributable to a reduction in patient days at the hospitals operated by HGA, exacerbated by lower average billing rates and the cost of the previously mentioned dispute with the Hampton Medical Group.

Cost of Products Sold: Gross profit (net sales of products less cost of products sold) as a percentage of net sales of products ("margin") was as follows:

	Margin % Three Months Ended July 31,		Margin % Nine Months Ended July 31,	
	1995	1994	1995	1994
CVI	73	71	73	71
CSI	53	40	52	48
Consolidated	69	64	68	65

CVI's margin has increased due to efficiencies associated with higher production volumes, as well as a favorable product mix. CSI's margins in 1994 were impacted by a $200,000 write-down of endoscopy inventory, which reduced margins by 6% and 2% for the third quarter and nine months, respectively.

Research and Development Expense: Research and development expense was $632,000 and $2,507,000 for the three and nine months ended July 31, 1995, respectively. The respective prior year amounts were $904,000 and $3,232,000. The decrease for both periods is primarily attributable to reduced development activity related to CVP's calcium channel blocker, CalOptic'tm'. The nine-month decrease is partially offset by an increase in CSI's research and development expenses related to the development and evaluation of a proprietary thermal endometrial ablation technology. In May 1995, CSI announced that it had discontinued funding of this project. CVP's research and development expenditures were $310,000 and $1,180,000 for the third quarter and first nine months of 1995, respectively. These expenditures were $258,000 and $955,000 less than 1994's third quarter and first nine months, respectively. Discussions continue with a number of potential strategic partners to out-license CalOptic'tm'.

The Company currently anticipates a continued downtrend in the level of spending on research and development. The Company now favors acquiring products which will be marketable immediately or in the short-term, rather than funding longer-term, higher risk research and development projects.

Selling, General and Administrative Expense: Selling, general and administrative (SG&A) expenses by business unit and corporate were as follows:

(Dollars in 000's)

	Three Months Ended July 31,			Nine Months Ended July 31,		
	1995	1994	% Incr. (Decr.)	1995	1994	% Incr. (Decr.)
CVI	$ 4,010	$ 3,366	19%	$ 11,828	$ 10,311	15%
CSI	1,453	1,643	(12%)	4,132	4,588	(10%)
CVP	27	97	(72%)	64	327	(80%)
Corporate/ Other	1,254	1,938	(35%)	4,251	9,010	(53%)
	$ 6,744	$ 7,044	(4%)	$ 20,275	$ 24,236	(16%)

SG&A expenses for the three- and nine-month periods have decreased 4% and 16% from the prior year's three- and nine-month periods, respectively, largely as a result of the resolution of various legal matters and a reduction in the level of corporate staffing. CVP's SG&A expenses decreased as it discontinued sales of its branded generic line of ophthalmic pharmaceuticals. Continued cost cutting measures at CSI resulted in a reduction of 10% in the nine-month period ended July 31, 1995 v. the comparable 1994 period. These decreases were partially offset by increased SG&A expenses incurred by CVI to effect the successful launch of Preference Toric'tm', and to prepare for the launch of additional new products.

Income (Loss) From Operations: As a result of the variances discussed above, income from operations improved by nearly $2,000,000 and $6,200,000, respectively, from the amounts reported for the 1994 three- and nine-month periods. Income (loss) from operations by business unit and corporate was as follows:

(Dollars in 000's)

	Three Months Ended July 31,			Nine Months Ended July 31,		
	1995	1994	Incr. (Decr.)	1995	1994	Incr. (Decr.)
CVI	$ 4,078	$ 3,244	$ 834	$ 9,738	$ 8,334	$ 1,404
CVP	(343)	(678)	335	(1,226)	(2,378)	1,152
CSI	106	(552)	658	(138)	(668)	530
HGA	336	662	(326)	1,292	2,917	(1,625)
Corporate/ Other	(1,253)	(1,735)	482	(4,244)	(8,977)	4,733
	$ 2,924	$ 941	$ 1,983	$ 5,422	$ (772)	$ 6,194

Settlement of Disputes: In the first nine months of 1995, the Company recorded a credit to income of $1,499,000 related to the successful settlement of certain disputes. Of this amount, $1,417,000 represented cash received by the Company from an insurance company and from Progressions Health Systems, Inc. in connection with the settlement of litigation. (See Note 3.) The balance represented adjustments to certain estimated accruals.

In the first nine months of 1994, the Company recorded the following items related to settlement of disputes:

A credit of $850,000 following receipt of funds by the Company to settle certain claims made by the Company associated with a real estate transaction.

A charge of $5,800,000, which represented the Company's estimate, at that time, of costs required to settle certain disputes and litigation, including U.S. Attorney/SEC, employee related and patent related matters.

Other Income (Expense), Net: Included in other income (expense), net are:

1) Debt Restructuring Costs: In the first nine months of 1994, the Company recorded a charge of $429,000 to refine the estimate for debt restructuring costs related to its 1993 Exchange Offer and Consent Solicitation. There has been no similar activity in fiscal 1995.

2) Interest income of $93,000 and $104,000 for the three months ended July 31, 1995 and 1994, respectively, and $256,000 and $276,000 for the nine months ended July 31, 1995 and 1994, respectively. The decrease for the nine-month period primarily reflects lower average cash balances over the respective periods.

3) Net gains (losses) on temporary investments of $105,000 for the three months ended July 31, 1994, and $37,000 and ($547,000) for the nine months ended July 31, 1995 and 1994, respectively.

4) Gain on Sales of Assets and Businesses, Net: In the first nine months of 1994, the Company sold two parcels of land for cash and notes for a net gain of $134,000. The Company also sold its EYEscrub'tm' trademark in Canada for a net gain of $80,000. There has been no similar activity in fiscal 1995.

Provision for Income Taxes: The provision for income taxes reflects primarily state income and franchise taxes. Tax accruals of $4,000,0000, which were no longer required, were reversed in the third quarter of 1994.

Earnings Per Share: Earnings per share are based on the weighted average number of common and common equivalent shares outstanding during each of the respective three- and nine-month periods.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

See "Note 2. Legal Proceedings" in Part I Item 1 herein for a description of legal proceedings.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit Number	Description
11	Calculation of Net Income (Loss) Per Common Share.
27	Financial Data Schedule.

(b) The Company filed no reports on Form 8-K during the period from May 1, 1995 to July 31, 1995.

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: September 1, 1995

/s/ Robert S. Weiss

Senior Vice President, Treasurer and
Chief Financial Officer

STATEMENT OF DIFFERENCES

The registered trademark symbol shall be expressed as... 'r'
The trademark symbol shall be expressed as.............. 'tm'

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Index of Exhibits

Exhibit 11

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Calculation of Net Income (Loss) Per Common Share

(In thousands, except per share figures)

(Unaudited)

	Three Months Ended July 31,		Nine Months Ended July 31,	
	1995	1994	1995	1994
Net income (loss)	$ 2,820	$ 3,054	$ 3,700	$ (5,946)
Less dividend requirements on preferred stock	$ --	$ 54	$ --	$ 54
Net income (loss) applicable to common stock	$ 2,820	$ 3,000	$ 3,700	$ (6,000)
Weighted average number of common shares outstanding	34,160	30,360	34,132	30,206
Contingently issuable shares	612	4,001	645	--
Weighted average number of common and common equivalent shares outstanding for earnings per share	34,772	34,361	34,777	30,206
Earnings (loss) per common share	$ 0.08	$ 0.09	$ 0.11	$ (0.20)

FINANCIAL DATA SCHEDULE

5
1,000

9-MOS
OCT-31-1995
NOV-01-1994
JUL-31-1995
8,786
0
22,899
2,297
10,347
42,624
46,005
11,946
93,330
40,453
43,561
3,433
0
0
(2,769)
93,330
40,323
72,253
12,939
43,416
0
0
3,472
3,891
191
3,700
0
0
0
3,700
.08
.08