

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>ZINBERG STANLEY MD</u> (Last) (First) (Middle) 700 NEW HAMPSHIRE AVE NW (Street) WASHINGTON DC 20037-2406 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/18/2003	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	09/17/2003	09/17/2003	M		3,000 ⁽¹⁾	A	\$12.77 ⁽¹⁾	5,854	D	
Common Stock	09/17/2003	09/17/2003	S		3,000	D	\$42.5	2,854	D	
Common Stock	09/17/2003	09/17/2003	M		20,000 ⁽¹⁾	A	\$12.78 ⁽¹⁾	22,854	D	
Common Stock	09/17/2003	09/17/2003	S		20,000	D	\$42.5	2,854	D	
Common Stock	09/17/2003	09/17/2003	M		15,600 ⁽¹⁾	A	\$17.69 ⁽¹⁾	18,454	D	
Common Stock	09/17/2003	09/17/2003	S		2,000	D	\$42.59	16,454	D	
Common Stock	09/17/2003	09/17/2003	S		2,200	D	\$42.6	14,254	D	
Common Stock	09/17/2003	09/17/2003	S		2,000	D	\$42.61	12,254	D	
Common Stock	09/17/2003	09/17/2003	S		3,500	D	\$42.62	8,754	D	
Common Stock	09/17/2003	09/17/2003	S		500	D	\$42.64	8,254	D	
Common Stock	09/17/2003	09/17/2003	S		1,000	D	\$42.65	7,254	D	
Common Stock	09/17/2003	09/17/2003	S		900	D	\$42.68	6,354	D	
Common Stock	09/17/2003	09/17/2003	S		100	D	\$42.69	6,254	D	
Common Stock	09/17/2003	09/17/2003	S		300	D	\$42.55	5,954	D	
Common Stock	09/17/2003	09/17/2003	S		700	D	\$42.54	5,254	D	
Common Stock	09/17/2003	09/17/2003	S		300	D	\$42.52	4,954	D	
Common Stock	09/17/2003	09/17/2003	S		1,100	D	\$42.51	3,854	D	
Common Stock	09/17/2003	09/17/2003	S		1,000	D	\$42.5	2,854	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
Non-Employee Director Stock Option (Right to buy)	\$13	09/17/2003	09/17/2003	M			3,000	(2)	11/01/2008	Common Stock	3,000	\$0	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	Amount or Number of Shares				
Non-Employee Director Stock Option (Right to Buy)	\$13	09/17/2003	09/17/2003	M			20,000	(3)	11/01/2009	Common Stock	20,000	\$0	0	D	
Non-Employee Director Stock Option (Right to Buy)	\$18	09/17/2003	09/17/2003	M			15,600	(4)	11/01/2009	Common Stock	15,600	\$0	4,400	D	

Explanation of Responses:

- Adjusted to reflect the two-for-one stock split effected in the form of a stock dividend on November 22, 2002
- The option will become exercisable when the average of the closing prices of a share of the Company's common stock during any 30 consecutive calendar days following the date of grant reaches \$30.64.
- The option will become exercisable when the average of the closing prices of a share of the Company's common stock during any 30 consecutive calendar days following the date of grant reaches \$30.67.
- The option will become exercisable when the average of the closing prices of a share of the Company's common stock during any 30 consecutive calendar days following the date of grant reaches \$42.46.

Stanley Zinberg, M.D. 09/18/2003

** 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.

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