



SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-K-A  
AMENDMENT NO. 1  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED OCTOBER 31, 1997 COMMISSION FILE NO. 1-8597  
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THE COOPER COMPANIES, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)  
6140 STONERIDGE MALL ROAD, SUITE 590  
PLEASANTON, CALIFORNIA  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

94-2657368  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)  
94588  
(ZIP CODE)

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

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SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS -----	NAME OF EACH EXCHANGE ON WHICH REGISTERED -----
Common Stock, \$.10 Par Value, and associated Rights	New York Stock Exchange Pacific Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:  
None

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, and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Aggregate market value of the voting stock held by non-affiliates of the registrant as of December 31, 1997; Common Stock, \$.10 Par Value -- \$589,841,619.

Number of shares outstanding of the registrant's common stock, as of December 31, 1997: 14,799,705.

DOCUMENTS INCORPORATED BY REFERENCE:

DOCUMENT -----	PART OF FORM 10-K -----
Portions of the Annual Report to Stockholders for the fiscal year ended October 31, 1997	Parts I and II
Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held April 2, 1998	Part III



The undersigned registrant hereby amends the signature page of its Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 on Form 10-K for the fiscal year ended October 31, 1997, as set forth in the page attached hereto.



SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on January 27, 1998.

THE COOPER COMPANIES, INC.

By: /s/ A. THOMAS BENDER  
 .....  
 A. Thomas Bender  
 President, Chief Executive  
 Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the dates set forth opposite their respective names.

Signature -----	Capacity -----	Date ----
/s/ ALLAN E. RUBENSTEIN ..... (Allan E. Rubenstein)	Chairman of the Board of Directors	January 27, 1998
/s/ A. THOMAS BENDER ..... (A. Thomas Bender)	President, Chief Executive Officer and Director	January 27, 1998
/s/ ROBERT S. WEISS ..... (Robert S. Weiss)	Executive Vice President, Treasurer Chief Financial Officer and Director	January 27, 1998
/s/ STEPHEN C. WHITEFORD ..... (Stephen C. Whiteford)	Vice President and Corporate Controller	January 27, 1998
/s/ MICHAEL H. KALKSTEIN ..... (Michael H. Kalkstein)	Director	January 27, 1998
/s/ MOSES MARX ..... (Moses Marx)	Director	January 27, 1998
/s/ DONALD PRESS ..... (Donald Press)	Director	January 27, 1998
/s/ STEVEN ROSENBERG ..... (Steven Rosenberg)	Director	January 27, 1998
/s/ STANLEY ZINBERG ..... (Stanley Zinberg)	Director	January 27, 1998



Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunder duly authorized.

THE COOPER COMPANIES, INC.

By: /s/ Stephen C. Whiteford

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Stephen C. Whiteford  
Vice President and  
Corporate Controller  
(Principal Accounting Officer)

Dated: January 29, 1998