## 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 or Section 30(h) of the Investment Company Act of 1940

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OMB APPROVAL

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1. Name and Address of Reporting Person <sup>*</sup> KAUFMAN CAROL R			2. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC</u> [ COO ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last)	.ast) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 07/07/2003	X     Officer (give title below)     Other (specify below)       VP Legal Affairs, Sec. and CAO						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
P				X Form filed by One Reporting Person						
(City)	(State)	(Zip)		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)	tr. 3) 2. Transaction 2A. Deemed Date Execution Date if any (Month/Day/Year) (Month/Day/Year)		3. Transa Code ( 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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

	(-5),														
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. Transa Code ( 8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ive ies ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		e of Securities		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				
Employee Stock Option (Right to Buy)	36	07/07/2003	07/07/2003	A		45,000		08/08/2008 <sup>(1)</sup>	07/06/2013	Common Stock	45,000	<b>\$</b> 0	45,000	D	

Explanation of Responses:

1. 15,000 shares vest if stock achieves \$35.00 by 12-31-04; 15,000 shares if stock achieves \$39.50 by 12-31-05; and 15,000 shares if stock achieves \$44.00 by 12-31-06, or March 25, 2009.

<u>Carol R. Kaufman</u>	07/08/2003
	<b>D</b> /

\*\* 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.