

BENDER A THOMAS
Form 4/A
January 11, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENDER A THOMAS

2. Issuer Name and Ticker or Trading Symbol
COOPER COMPANIES INC [COO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6140 STONERIDGE MALL DR.,
SUITE 590

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
PLEASANTON, CA 94588

4. If Amendment, Date Original Filed(Month/Day/Year)
01/11/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	01/07/2005	01/07/2005	M		100,000	A	\$ 25.92
Common Stock	01/07/2005	01/07/2005	S		4,800	D	\$ 70.7
Common Stock	01/07/2005	01/07/2005	S		3,100	D	\$ 70.75
Common Stock	01/07/2005	01/07/2005	S		100	D	\$ 70.76
Common Stock	01/07/2005	01/07/2005	S		1,800	D	\$ 70.77

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Common Stock	01/07/2005	01/07/2005	S	5,000	D	\$ 70.85	139,694	D	
Common Stock	01/07/2005	01/07/2005	S	200	D	\$ 70.92	139,494	D	
Common Stock	01/07/2005	01/07/2005	S	8,700	D	\$ 71	130,794	D	
Common Stock	01/07/2005	01/07/2005	S	1,100	D	\$ 71.08	129,694	D	
Common Stock	01/07/2005	01/07/2005	S	200	D	\$ 71.09	129,494	D	
Common Stock	01/07/2005	01/07/2005	S	4,400	D	\$ 71.19	125,094	D	
Common Stock	01/07/2005	01/07/2005	S	500	D	\$ 71.26	124,594	D	
Common Stock	01/07/2005	01/07/2005	S	100	D	\$ 71.27	124,494	D	
Common Stock	01/07/2005	01/07/2005	S	13,200	D	\$ 71.3	111,294	D	
Common Stock	01/07/2005	01/07/2005	S	3,400	D	\$ 71.34	107,894	D	
Common Stock	01/07/2005	01/07/2005	S	1,600	D	\$ 71.35	106,294	D	
Common Stock	01/07/2005	01/07/2005	S	16,000	D	\$ 71.4	90,294	D	
Common Stock	01/07/2005	01/07/2005	S	4,500	D	\$ 71.42	85,794	D	
Common Stock	01/07/2005	01/07/2005	S	9,500	D	\$ 71.45	76,294	D	
Common Stock	01/07/2005	01/07/2005	S	700	D	\$ 71.47	75,594	D	
Common Stock	01/07/2005	01/07/2005	S	9,800	D	\$ 71.5	65,794	D	
Common Stock	01/07/2005	01/07/2005	S	5,800	D	\$ 71.54	59,994	D	
Common Stock	01/07/2005	01/07/2005	S	500	D	\$ 71.62	59,494	D	
Common Stock	01/07/2005	01/07/2005	S	5,000	D	\$ 71.65	54,494	D	
Common Stock							5,666	I	Wife

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 25.92	01/07/2005	01/07/2005	M	100,000	(1) 09/24/2008	Common Stock	100,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENDER A THOMAS 6140 STONERIDGE MALL DR., SUITE 590 PLEASANTON, CA 94588	X		President & CEO	

Signatures

Thomas Bender 01/11/2005

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Vesting 50% upon achievement and the remaining 50% one year later

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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