

COOPER TIRE & RUBBER CO

Form S-8 POS

December 30, 2004

As filed with the Securities and Exchange Commission on December 30, 2004

Registration No. 333-39154

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

COOPER TIRE & RUBBER COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Delaware

34-4297750

(State or Other Jurisdiction of
Incorporation or
Organization)

(I.R.S. Employer
Identification No.)

701 Lima Avenue
Findlay, Ohio 45840
(Address of Principal Executive Offices) (Zip Code)

**THE STANDARD PRODUCTS COMPANY (GAYLORD, MICHIGAN PLANT)
UAW LOCAL 388 COLLECTIVELY BARGAINED
SAVINGS AND RETIREMENT PLAN
(Full Title of the Plan)**

James E. Kline, Esq.
Vice President, General Counsel and Secretary
Cooper Tire & Rubber Company
701 Lima Avenue
Findlay, Ohio 45840
(Name and Address of Agent for Service)

(419) 423-1321
(Telephone Number, Including Area Code, of Agent For Service)

This Post-Effective Amendment No. 1 is being filed solely to
remove from registration securities that were registered and will not be issued.

This Post-Effective Amendment No. 1 to the Registration Statement shall become effective upon filing
with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933.

Part II

Termination of Registration

Cooper Tire & Rubber Company (the Registrant) filed its Registration Statement No. 333-39154 on Form S-8 (the Registration Statement) with the Securities and Exchange Commission on June 13, 2000 with respect to the registration of 75,000 of the Company s Common Shares, \$1 par value per share (the Common Shares), which were to be issued to employees under The Standard Products Company (Gaylord, Michigan Plant) UAW Local 388 Collectively Bargained Savings and Retirement Plan (the Plan).

The Company will no longer issue Common Shares under the Plan. Pursuant to the undertaking included in the Registration Statement, this Post-Effective Amendment No. 1 is being filed to remove from registration the Common Shares that have not been issued under the Plan and, accordingly, remain unsold upon termination of the offering pursuant to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-39154 on Form S-8 (Post-Effective Amendment No. 1) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Findlay, State of Ohio, on December 23, 2004.

COOPER TIRE & RUBBER COMPANY

By: /s/ Philip G. Weaver
Philip G. Weaver, Vice President and
Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been executed by the following persons in the capacities indicated as of December 23, 2004.

Signature	Title
<hr/> /s/ Thomas A. Dattilo <hr/>	
Thomas A. Dattilo *	Chairman of the Board, President, Chief Executive Officer and Director (principal executive officer)
<hr/>	Vice President and Chief Financial Officer (principal financial officer)
Philip G. Weaver *	Corporate Controller (principal accounting officer)
<hr/>	
Eileen B. White *	Director
<hr/>	
Arthur H. Aronson /s/ Laurie B. Breininger	Director
<hr/>	
Laurie B. Breininger *	Director
<hr/>	
Dennis J. Gormley	

Signature	Title
<hr/> *	Director
<hr/> John J. Holland *	Director
<hr/> John F. Meier *	Director
<hr/> Byron O. Pond *	Director
<hr/> John H. Shuey *	Director

Richard L. Wambold

*Thomas A. Dattilo, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 on behalf of the above indicated director thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

December 23, 2004

By: /s/ Thomas A. Dattilo
Thomas A. Dattilo, Attorney-in-Fact

The Standard Products Company (Gaylord, Michigan Plant) UAW Local 388 Collectively Bargained Savings and Retirement Plan. Pursuant to the requirements of the Securities Act, the plan administrator has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Findlay, State of Ohio, on December 23, 2004.

THE STANDARD PRODUCTS COMPANY
(GAYLORD, MICHIGAN PLANT) UAW
LOCAL 388 COLLECTIVELY
BARGAINED SAVINGS AND
RETIREMENT PLAN

By: /s/ Philip G. Weaver
Philip G. Weaver

By: /s/ Stephen O. Schroeder
Stephen O. Schroeder

By: /s/ Charles F. Nagy
Charles F. Nagy

As members of the Pre-Tax Savings Plan
Committee

4