KAUFMAN CAROL R

Form 4 June 06, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Washington, D.C. 20549

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and A	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer					
		COOPER COMPANIES INC [COO]						(Check all applicable)				
(Last) 6140 STON DRIVE, SU	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2011						Director 10% Owner _X_ Officer (give title Other (specify below) Secretary, Sr. VP, & CAO				
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PLEASAN							Form filed by More than One Reporting Person					
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr.	8)	4. Securit r(A) or Dis (Instr. 3, 4	sposed 4 and 3 (A) or	of (D) 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)	
Common Stock	06/06/2011			Code M	V	Amount 33,000	(D)	Price \$ 57.95	46,666	D		
Common	06/06/2011			S		33,000	D	\$ 73.31	13,666	D		

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

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(1)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Da (Month/Day/	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)	\$ 57.95	06/06/2011		M	33,00	00 05/24/2011	10/23/2011	Common Stock	33,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KAUFMAN CAROL R 6140 STONERIDGE MALL DRIVE

SUITE 590 PLEASANTON, CA 94588 Secretary, Sr. VP, & CAO

Signatures

/s/ Carol R. 06/06/2011 Kaufman

**Signature of Date
Reporting Person

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) Sale price represents an average of the selling prices between \$73.27 and 73.51.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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