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COOPER COMPANIES INC

Form 4

March 26, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Gregory A. Fryling

6140 Stoneridge Mall Road

Suite 590

CA, Pleasanton 94588

- 2. Issuer Name and Ticker or Trading Symbol The Cooper Companies, Inc. (COO)
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Day/Year 3/26/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) () Director () 10% Owner (X) Officer (give title below) () Other (specify below)

Chief Operating Officer - CooperVision, Inc.

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

Table T	Non-Derivative	Securities	Acquired	Disposed (of or	Reneficially	7 Owned
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Explanation of Responses:

1. The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: 26,666 shares vest if Fair Market Value of the Company's stock achieves \$35.00 by 12-31-04; 26,667 shares vest if Fair Market Value of the C

ompany's stock achieves \$39.50 by 12-31-05; and 26,667 shares vest if the Fair Market Value of the Company's stock achieves \$44.00 by 12-31-06. Within each tranche, one-third becomes exercisable when the price target is met and one-third each one and two

SIGNATURE OF REPORTING PERSON

Gregory A. Fryling

Gregory A. Fryling