

BENDER A THOMAS  
Form 4  
March 25, 2010

**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)  
03/23/2010

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

(Street)

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

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

PLEASANTON, CA 94588

(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 Ownership (Instr. 4) |        |   |      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |        |   |      |
| Common Stock                    | 03/23/2010                           |  | M                              |   | 15,000  | A  | \$ 22.44                          | 77,594 | D |      |
| Common Stock                    | 03/24/2010                           |  | M                              |   | 6,400   | A  | \$ 22.44                          | 83,994 | D |      |
| Common Stock                    | 03/23/2010                           |  | S                              |   | 15,000  | D  | \$ 40.43<br>(2)                   | 68,994 | D |      |
| Common Stock                    | 03/24/2010                           |  | S                              |   | 6,400   | D  | \$ 40.47<br>(3)                   | 62,594 | D |      |
|                                 |                                      |  |                                |   |   |  |                                   | 5,666  | I | Wife |

Common  
Stock

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy)               | \$ 22.44   | 03/23/2010                           |  | M                              | 15,000  | <sup>(1)</sup> 03/25/2012                                | Common Stock  | 15,000                        |
| Stock Options (Right to Buy)               | \$ 22.44   | 03/24/2010                           |  | M                              | 6,400   | <sup>(1)</sup> 03/25/2012                                | Common Stock  | 6,400                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BENDER A THOMAS<br>6140 STONERIDGE MALL DR., SUITE 590<br>PLEASANTON, CA 94588 |               |           |         | X     |

## Signatures

/s/ A. Thomas  
Bender 03/25/2010

\*\*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) Grant Date 3/26/02 Date Exer.: The shares vest upon the earlier to occur of 1) December 31, 2004, but only if the average of the Closing Prices during the 30 consecutive calendar days immediately preceding December 1, 2004 attains \$30.00, or 2) March 26, 2007.
- (2) Price represents an average sale price between \$40.27 and \$40.74.
- (3) Price represents an average sale price between \$40.30 and \$40.75.

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