

COOPER TIRE & RUBBER CO
 Form 4
 May 09, 2007

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 *
 WEAVER PHILIP G

2. Issuer Name and Ticker or Trading Symbol
 COOPER TIRE & RUBBER CO [CTB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Pres. & CFO

COOPER TIRE & RUBBER COMPANY, 701 LIMA AVE.

(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

FINDLAY, OH 45840

(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 | 05/08/2007 | | M | | | 50,000 | A | \$ 13.47 | 53,405 | D | |
| Common Stock | 05/08/2007 | | M | | | 2,900 | A | \$ 20.5625 | 56,305 | D | |
| Common Stock | 05/08/2007 | | S | | | 1,500 | D | \$ 23.36 | 54,805 | D | |
| Common Stock | 05/08/2007 | | S | | | 300 | D | \$ 23.37 | 54,505 | D | |
| Common Stock | 05/08/2007 | | S | | | 700 | D | \$ 23.38 | 53,805 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 05/08/2007 | S | 400 | D | \$ 23.39 | 53,405 | D |
| Common Stock | 05/08/2007 | S | 5,000 | D | \$ 23.57 | 48,405 | D |
| Common Stock | 05/08/2007 | S | 5,000 | D | \$ 23.57 | 43,405 | D |
| Common Stock | 05/08/2007 | S | 700 | D | \$ 23.81 | 42,705 | D |
| Common Stock | 05/08/2007 | S | 2,400 | D | \$ 23.82 | 40,305 | D |
| Common Stock | 05/08/2007 | S | 300 | D | \$ 23.83 | 40,005 | D |
| Common Stock | 05/08/2007 | S | 200 | D | \$ 23.84 | 39,805 | D |
| Common Stock | 05/08/2007 | S | 500 | D | \$ 23.85 | 39,305 | D |
| Common Stock | 05/08/2007 | S | 500 | D | \$ 23.86 | 38,805 | D |
| Common Stock | 05/08/2007 | S | 400 | D | \$ 23.88 | 38,405 | D |
| Common Stock | 05/08/2007 | S | 2,800 | D | \$ 23.8 | 35,605 | D |
| Common Stock | 05/08/2007 | S | 900 | D | \$ 23.81 | 34,705 | D |
| Common Stock | 05/08/2007 | S | 400 | D | \$ 23.82 | 34,305 | D |
| Common Stock | 05/08/2007 | S | 700 | D | \$ 23.83 | 33,605 | D |
| Common Stock | 05/08/2007 | S | 100 | D | \$ 23.84 | 33,505 | D |
| Common Stock | 05/08/2007 | S | 100 | D | \$ 23.85 | 33,405 | D |
| Common Stock | 05/08/2007 | S | 4,200 | D | \$ 23.8 | 29,205 | D |
| Common Stock | 05/08/2007 | S | 700 | D | \$ 23.81 | 28,505 | D |
| Common Stock | 05/08/2007 | S | 100 | D | \$ 23.82 | 28,405 | D |
| Common Stock | 05/08/2007 | S | 3,600 | D | \$ 23.7 | 24,805 | D |
| | 05/08/2007 | S | 100 | D | \$ 23.71 | 24,705 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 05/08/2007 | S | 500 | D | \$ 23.72 | 24,205 | D |
| Common Stock | 05/08/2007 | S | 100 | D | \$ 23.73 | 24,105 | D |
| Common Stock | 05/08/2007 | S | 700 | D | \$ 23.74 | 23,405 | D |
| Common Stock | 05/08/2007 | S ⁽¹⁾ | 4,700 | D | \$ 23.75 | 18,705 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 13.47 | 05/08/2007 | | M | 50,000 | ⁽²⁾ | 02/07/2011 | Common Stock | 50,000 |
| Employee Stock Option (right to buy) | \$ 20.5625 | 05/08/2007 | | M | 2,900 | ⁽³⁾ | 07/20/2008 | Common Stock | 2,900 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEAVER PHILIP G
COOPER TIRE & RUBBER COMPANY
701 LIMA AVE.
FINDLAY, OH 45840

Vice Pres. & CFO

Signatures

/s/ Philip G.
Weaver

05/09/2007

__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) All of the sales occurring on 05/8/2007 do not fit on this Form 4. Please see the Reporting Person's Form 4 filed immediately following this one for the remainder of the sales and holdings.
 - (2) The option became exercisable in equal increments of 50% on 2/8/2002 and 2/8/2003.
 - (3) The option became exercisable in equal increments of 50% on 7/21/99 and 50% on 7/21/2000

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.