COOPER COMPANIES INC

Form 4

September 14, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

5. Relationship of Reporting Person(s) to

Issuer

94,700

90,700

Ι

Ι

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

FRUTH IOHN D

Common

Common

Stock

Stock

09/13/2006

09/13/2006

09/13/2006

09/13/2006

S

S

3,200

4,000

1. Name and Address of Reporting Person *

| FRUTH JOHN D | | | Symbol COOPER COMPANIES INC [COO] | | | | | (Check all applicable) | | | | |
|------------------------|-----------------|---------------------|-----------------------------------|-----------------------|-----------------|-------------|------------------|---|---|------------------------|-------------------------|--|
| | | | | | | | | | | | | |
| | | | | (Month/D | ay/Year) | | | | _X_ Director | | Owner | |
| 737 SHILOH CANYON ROAD | | | 09/13/2006 | | | | | Officer (give title Other (specify below) | | | | |
| | | (Street) | | 4. If Amer | ndment, Da | te Original | l | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| | SANTA RO | SA, CA 95403 | | | | | | | Form filed by M Person | fore than One Re | porting | |
| | (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| | 1.Title of | 2. Transaction Date | 2A. Deen | ned | 3. | 4. Securit | | | 5. Amount of | 6. Ownership | | |
| | Security | (Month/Day/Year) | Execution | n Date, if | Transactio | | _ | | Securities | Form: Direct | | |
| | (Instr. 3) | | any (Month/Γ | Day/Year) | Code (Instr. 8) | (Instr. 3, | 4 and | 3) | Beneficially Owned | (D) or Indirect (I) | Beneficial Ownership | |
| | | | (IVIOIILIN E | oay/ i car) | Code V | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) | |
| | Common Stock | | | | Code V | Timount | (D) | THEC | 51,834 | D | | |
| | Common Stock | 09/13/2006 | 09/13/2 | 006 | S | 2,100 | D | \$ 56.09 | 97,900 | I | 2004 Family | |

Trust 2004

Family

Family

Trust

Trust 2004

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| Common Stock | 09/13/2006 | 09/13/2006 | S | 2,600 | D | \$ 56.28 | 88,100 | I | 2004 Family Trust |
|-----------------|------------|------------|---|-------|---|-------------|--------|---|-------------------------|
| Common Stock | 09/13/2006 | 09/13/2006 | S | 4,300 | D | \$ 56.29 | 83,800 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 2,900 | D | \$ 56.3 | 80,900 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 2,600 | D | \$ 56.31 | 78,300 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 1,100 | D | \$ 56.32 | 77,200 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 2,900 | D | \$ 56.33 | 74,300 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 3,700 | D | \$ 56.34 | 70,600 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 6,900 | D | \$ 56.35 | 63,700 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 2,300 | D | \$ 56.36 | 61,400 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 3,100 | D | \$ 56.42 | 58,300 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 3,100 | D | \$ 56.43 | 55,200 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 1,000 | D | \$ 56.45 | 54,200 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 2,100 | D | \$ 56.46 | 52,100 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 1,000 | D | \$ 56.47 | 51,100 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 600 | D | \$ 56.49 | 50,500 | I | 2004 Family |

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| | | | | | | | | | Trust |
|-----------------|------------|------------|---|-------|---|-------------|--------|---|-------------------------|
| Common Stock | 09/13/2006 | 09/13/2006 | S | 1,100 | D | \$ 56.63 | 49,400 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 900 | D | \$ 56.65 | 48,500 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 2,100 | D | \$ 56.67 | 46,400 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 1,100 | D | \$ 56.68 | 45,300 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 1,600 | D | \$ 56.69 | 43,700 | I | 2004 Family Trust |
| Common Stock | 09/13/2006 | 09/13/2006 | S | 1,000 | D | \$ 56.71 | 42,700 | I | 2004 Family Trust |

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | | 5. | 6. Date Exerc | cisable and | 7. Tit | le and | 8. Price of |
|-------------|-------------|---------------------|--------------------|---------|------|------------|---------------|-------------|--------------------------|------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transa | ctio | Number | Expiration D | ate | Amou | ınt of | Derivative |
| Security | or Exercise | | any | Code | | of | (Month/Day/ | Year) | Unde | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. | 8) | Derivative | | | Secur | ities | (Instr. 5) |
| | Derivative | | | | | Securities | | | (Instr | . 3 and 4) | |
| | Security | | | | | Acquired | | | | | |
| | · | | | | | (A) or | | | | | |
| | | | | | | Disposed | | | | | |
| | | | | | | of (D) | | | | | |
| | | | | | | (Instr. 3, | | | | | |
| | | | | | | 4, and 5) | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | Amount | |
| | | | | | | | | Expiration | or Title Number of | | |
| | | | | | | | | Date | | Number | |
| | | | | | | | | | | of | |
| | | | | Code | V | (A) (D) | | | | Shares | |

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRUTH JOHN D 737 SHILOH CANYON ROAD X SANTA ROSA, CA 95403

Signatures

John D Fruth 09/14/2006

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Reporting Owners 4