

BENDER A THOMAS  
Form 4  
September 09, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
09/07/2010

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/07/2010		M		13,000	A	\$ 35.69	75,594	D	
Common Stock	09/07/2010		S		13,000	D	\$ 44.13 (2)	62,594	D	
Common Stock	09/08/2010		M		6,900	A	\$ 35.69	69,494	D	
Common Stock	09/08/2010		S		6,900	D	\$ 44.01 (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.

**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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 35.69	09/07/2010		M	13,000	03/26/2007 10/31/2010 <sup>(1)</sup>	Common Stock	13,000	
Incentive Stock Option (Right to Buy)	\$ 35.69	09/08/2010		M	6,900	03/26/2007 10/31/2010 <sup>(1)</sup>	Common Stock	6,900	

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

BENDER A THOMAS  
6140 STONERIDGE MALL DR., SUITE 590 X  
PLEASANTON, CA 94588

## Signatures

/s/ A. Thomas  
Bender 09/09/2010

\*\*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).

- Expiration date reflects adjustment to the third anniversary of Mr. Bender's retirement from employment with the Company. This adjustment reduces the term of Mr. Bender's options granted during his tenure as CEO and is in accordance with the provisions of the Company's Long-Term Incentive Plans with regard to termination for reasons of retirement. No special arrangements or agreements were entered into with Mr. Bender in connection with this reduction of his option term.
- (1) Price represents an average sale price between \$43.98 and \$44.26.
  - (2) Price represents an average sale price between \$43.97 and \$44.02.

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.