Lindell Jody S Form 4 January 09, 2009

# FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

							_	Issuer	5. Relationship of Reporting Person(s) to Issuer			
									(Check all applicable)			
(Montl 6140 STONERIDGE MALL 01/07			ay/Ye		Fransaction	n			r (give title	10% Owner Other (specify low)		
JITE 590							,		,			
Filed(M				ŕ	Ü	nal		Applicable Li _X_ Form file	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
PLEASANTON, CA 94588								Person				
(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
2. Transaction Date (Month/Day/Year)	Execution Da	ate, if T	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)					C	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						(A)		Transaction(s)	(Instr. 4)			
		C	Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
01/07/2009			G	V	5,267	D	\$0	2,500	D			
01/07/2009			G	V	5,267	A	\$ 0	5,267	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended		
	(First)  NERIDGE MALI  JITE 590 (Street)  TON, CA 94588 (State)  2. Transaction Date (Month/Day/Year)  01/07/2009	(First) (Middle)  NERIDGE MALL JITE 590 (Street)  ZTON, CA 94588 (State)  (Zip)  2. Transaction Date (Month/Day/Year) 2. Transaction Data any (Month/Day/	Symbol COOPE  (First) (Middle) 3. Date of (Month/Day)  NERIDGE MALL JITE 590  (Street) 4. If Amer Filed(Month)  TON, CA 94588  (State) (Zip) Table  2. Transaction Date 2A. Deemed 3 (Month/Day/Year) Execution Date, if Tany Company	Symbol COOPER CO (First) (Middle) 3. Date of Earli (Month/Day/Ye (Month/Day/Ye O1/07/2009  (Street) 4. If Amendme Filed(Month/Day (TON, CA 94588  (State) (Zip) Table I - N  2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transa any Code (Month/Day/Year) (Instr.  Code O1/07/2009 G	Symbol COOPER COM (First) (Middle) 3. Date of Earliest 7. (Month/Day/Year) NERIDGE MALL JITE 590 (Street) 4. If Amendment, I. Filed(Month/Day/Ye TON, CA 94588 (State) (Zip) Table I - Non- 2. Transaction Date (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)  Code V 01/07/2009 G V	Symbol COOPER COMPANIES  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  NERIDGE MALL JITE 590 (Street) 4. If Amendment, Date Origin Filed(Month/Day/Year)  TON, CA 94588 (State) (Zip) Table I - Non-Derivativ  2. Transaction Date 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if TransactionAcquired any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3,  Code V Amount  01/07/2009 G V 5,267	Symbol COOPER COMPANIES INC  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  NERIDGE MALL 01/07/2009  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (TON, CA 94588  (State) (Zip) Table I - Non-Derivative Sect  2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) o any Code Disposed of (D (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and  (A) or Code V Amount (D)  01/07/2009 G V 5,267 D	COOPER COMPANIES INC [CO  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  NERIDGE MALL  JITE 590  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  TON, CA 94588  (State) (Zip) Table I - Non-Derivative Securities  2. Transaction Date (Month/Day/Year)  Execution Date, if TransactionAcquired (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  Code V Amount (D) Price  01/07/2009  G V 5,267 D \$ 0	Symbol COOPER COMPANIES INC [COO]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ——X Direct Office DITE 590  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ——Applicable Li_X_ Form file ——Form file	Symbol   COOPER COMPANIES INC [COO]   (Check all approximately compared to the compared to t		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control

and restated

(9-02)

### Edgar Filing: Lindell Jody S - Form 4

#### number.

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 nDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to Buy)	\$ 55.33	01/07/2009		G	V		11,667	<u>(1)</u>	03/20/2016	Common Stock
Stock Options (Right to Buy)	\$ 55.33	01/07/2009		G	V	11,667		<u>(1)</u>	03/20/2016	Commor Stock
Stock Options (Right to Buy)	\$ 57.87	01/07/2009		G	V		17,500	(2)	10/31/2016	Commor Stock
Stock Options (Right to Buy)	\$ 57.87	01/07/2009		G	V	17,500		(2)	10/31/2016	Commor Stock
Stock Options (Right to Buy)	\$ 42.49	01/07/2009		G	V		10,000	(3)	10/31/2017	Commor Stock
Stock Options (Right to Buy)	\$ 42.49	01/07/2009		G	V	10,000		<u>(3)</u>	10/31/2017	Commor Stock
Non-employee Director Stock Option (Right to Buy)	\$ 17.09	01/07/2009		G	V		10,000	<u>(4)</u>	11/02/2018	Commor Stock
Non-employee Director Stock Option (Right to Buy)	\$ 17.09	01/07/2009		G	V	10,000		<u>(4)</u>	11/02/2018	Commor Stock
Non-employee Director Stock Option (Right	\$ 13.08	01/07/2009		G	V		10,000	12/11/2009	12/10/2018	Commor Stock

to Buy)

Non-employee

Director Stock Option (Right \$ 13.08 01/07/2009 G V 10,000 12/11/2009 12/10/2018 Common Stock

to Buy)

## **Reporting Owners**

Reporting Owner Name / Address

Director

Director

Director

Director

10% Owner

Officer

Other

A

SUITE 590

PLEASANTON, CA 94588

#### **Signatures**

/s/ Jody S. 01/09/2009 Lindell

\*\*Signature of Date
Reporting Person

#### **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) Vests when average of closing prices during any 30 consecutive trading days after the date of grant reaches \$60.86.
- Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$63.66 or on November 1, 2011, which ever is earliest.
- (3) Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$46.73 or on November 1, 2012, which ever is earliest.
- (4) NED Grant Date 11/3/08 Date Exer.: Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$18.80 or on November 3, 2013, which ever is earliest.

#### **Remarks:**

The transfer of all of the above holdings was made pursuant to a Transfer Agreement dated January 7, 2009 which authorizes. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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