FRUTH TERENCE M

Form 4

January 10, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

Number: January 31,

Expires: 2005 Estimated average

OMB APPROVAL

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

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(b).

1. Name and Address of Reporting Person * FRUTH TERENCE M

2. Issuer Name and Ticker or Trading

Symbol

OCULAR SCIENCES INC /DE/

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 01/06/2005

X_ Director 10% Owner Officer (give title Other (specify

1855 GATEWAY

BOULEVARD, SUITE 700

(Street) 4. If Amendment, Date Original

[OCLR]

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CONCORD, CA 94520

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(State)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V (D) Amount

Price

(A)

Common 01/06/2005 D D 101,614 Stock

\$0 0 D (1)

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: FRUTH TERENCE M - Form 4

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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
Director Stock Option (right to buy)	\$ 16.5	01/06/2005		D	30,000	(2)(10)	08/04/2007	Common Stock	30,000
Director Stock Option (right to buy)	\$ 28.75	01/06/2005		D	15,000	(3)(10)	08/04/2008	Common Stock	15,000
Director Stock Option (right to buy)	\$ 19.38	01/06/2005		D	15,000	(4)(10)	08/04/2009	Common Stock	15,000 (10)
Director Stock Option (right to buy)	\$ 11.94	01/06/2005		D	15,000	(5)(10)	08/04/2010	Common Stock	15,000
Director Stock Option (right to buy)	\$ 21	01/06/2005		D	15,000	(6)(10)	08/01/2011	Common Stock	15,000
Director Stock Option (right to buy)	\$ 25.13	01/06/2005		D	15,000	(7)(10)	08/12/2012	Common Stock	15,000
Director Stock Option (right to buy)	\$ 20.32	01/06/2005		D	10,000	(8)(10)	08/01/2013	Common Stock	10,000
j	\$ 44.79	01/06/2005		D	10,000	(9)(10)	08/02/2014		10,000

Director
Stock
Option
(right to

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRUTH TERENCE M 1855 GATEWAY BOULEVARD SUITE 700 CONCORD, CA 94520

X

Signatures

buy)

Greg Zimmerman, Attorney-In-Fact

01/10/2005

**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).
- Disposed of pursuant to Merger Agreement among The Cooper Companies, Inc. ("Cooper"), TCC Acquisition Corp. and issuer ("Merger Agreement") in exchange for (i)39,416 shares of Cooper Common Stock, having a market value of \$72.51 per share, and (ii)\$2,235,508 cash, on the effective date of the merger.
- Pursuant to the Merger Agreement, this option, which provided for vesting at the rate of 2.78% a month on the last day of each month beginning September 30, 1997 was accelerated and canceled in exchange for \$442,750.20 and 7,806 shares of Cooper common stock, having a market value of \$72.51 per share.
- Pursuant to the Merger Agreement, this option, which provided for vesting at the rate of 2.78% a month on the last day of each month beginning September 30, 1998, was accelerated and canceled in exchange for \$140,729.34 and 2,481 shares of Cooper common stock, having a market value of \$72.51 per share.
- Pursuant to the Merger Agreement, this option, which provided for vesting at the rate of 2.78% a month on the last day of each month beginning September 30, 1999, was accelerated and canceled in exchange for \$202,448.04 and 3,569 shares of Cooper common stock, having a market value of \$72.51 per share.
- Pursuant to the Merger Agreement, this option, which provided for vesting at the rate of 2.78% a month on the last day of each month beginning September 30, 2000, was accelerated and canceled in exchange for \$251,411.53 and 4,432 shares of Cooper common stock, having a market value of \$72.51 per share.
- Pursuant to the Merger Agreement, this option, which provided for vesting at the rate of 2.78% a month on the last day of each month beginning September 30, 2001, was accelerated and canceled in exchange for \$191,750.13 and 3,380 shares of Cooper common stock, having a marekt value of \$72.51 per share.
- Pursuant to the Merger Agreement, this option, which provided for vesting at the rate of 2.78% a month on the last day of each month beginning September 30, 2002, was accelerated and canceled in exchange for \$164,560.99 and 2,901 shares of Cooper common stock, having a market value of \$72.51 per share.
- Pursuant to the Merger Agreement, this option, which provided for vesting at the rate of 2.78% a month on the last day of each month beginning September 30, 2003, was accelerated and canceled in exchange for \$130,817.86 and 2,306 shares of Cooper common stock, having a market value of \$72.51 per share.
- (9) Pursuant to the Merger Agreement, this option, which provided for vesting at the rate of 2.78% a month on the last day of each month beginning September 30, 2004 was accelerated and canceled in exchange for \$23,421.85 and 412 shares of Cooper common stock,

Reporting Owners 3

Edgar Filing: FRUTH TERENCE M - Form 4

having a market value of \$72.51 per share.

(10) This combination of cash and Cooper common stock represents the per share value of the merger consideration (\$72.51 per share) minus the exercise price of the option, multiplied by the number of shares of issuer common stock subject to such option.

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.