

FRUTH TERENCE M  
Form 4  
January 10, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
FRUTH TERENCE M

2. Issuer Name and Ticker or Trading Symbol  
OCULAR SCIENCES INC /DE/ [OCLR]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
1855 GATEWAY BOULEVARD, SUITE 700  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/06/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CONCORD, CA 94520

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

(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	01/06/2005		D	101,614	D	\$ 0	(1) 0

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

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SEC 1474 (9-02)

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

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



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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.

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