GREGG TERRANCE H

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 Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GREGG TERRANCE H**

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)

(Zip)

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

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

1855 GATEWAY **BOULEVARD, SUITE 700**

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

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

CONCORD, CA 94520

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (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) Following (Instr. 4) (Instr. 4)

D

Reported Transaction(s)

0

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

Common 01/06/2005 Stock

\$0 D D 1,000 (1)

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

SEC 1474 (9-02)

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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)	Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 18	01/06/2005		D	30,000	(2)(8)	11/19/2009	Common Stock	30,000
Director Stock Option (right to buy)	\$ 11.94	01/06/2005		D	15,000	(3)(8)	08/04/2010	Common Stock	15,000
Director Stock Option (right to buy)	\$ 21	01/06/2005		D	15,000	(4)(8)	08/01/2011	Common Stock	15,000
Director Stock Option (right to buy)	\$ 25.13	01/06/2005		D	15,000	(5)(8)	08/12/2012	Common Stock	15,000
Director Stock Option (right to buy)	\$ 20.32	01/06/2005		D	10,000	(6)(8)	08/01/2013	Common Stock	10,000
Director Stock Option (right to buy)	\$ 44.79	01/06/2005		D	10,000	(7)(8)	08/02/2014	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

GREGG TERRANCE H
1855 GATEWAY BOULEVARD
SUITE 700
CONCORD, CA 94520

Signatures

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 (1) Agreement") in exchange for (i)387 shares of Cooper Common Stock, having a market value of \$72.51 per share, and (ii)\$22,000 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 (2) beginning December 31, 1999 was accelerated and canceled in exchange for \$423,000.22 and 7,458 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 (3) beginning September 30, 1999, 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 (4) 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 (5) 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 (6) 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.
- 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 (7) beginning September 30, 2004 was accelerated and canceled in exchange for \$23,421.85 and 412 shares of Cooper common stock, having a market value of \$72.51 per share.
- (8) 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.

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