

89840332

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)

THE COOPER COMPANIES, INC.
(Name of Issuer)

Common Stock, \$.10 par value
(Title of Class of Securities)

216648 10 5
(CUSIP Number)

Louis A. Craco, Esq.
Willkie Farr & Gallagher
One Citicorp Center
153 East 53rd Street
New York, New York 10022
(212) 821-8000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 18, 1995
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with the statement[].

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 216648-10-5

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steven Singer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a [X]
b []

3. SEC USE ONLY

4. SOURCE OF FUNDS*
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

7. SOLE VOTING POWER

420,345

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

8. SHARED VOTING POWER

None

9. SOLE DISPOSITIVE POWER

420,345

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
420,345

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.3%

14. TYPE OF REPORTING PERSON*
IN

SCHEDULE 13D

CUSIP No. 216648-10-5

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gary Singer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a [X]
b []

3. SEC USE ONLY

4. SOURCE OF FUNDS*
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) [X]

6. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

7. SOLE VOTING POWER

492,561

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

8. SHARED VOTING POWER

113,553

9. SOLE DISPOSITIVE POWER

492,561

10. SHARED DISPOSITIVE POWER

113,553

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
606,114

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.8%

14. TYPE OF REPORTING PERSON*
IN

SCHEDULE 13D

CUSIP No. 216648-10-5

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Karen Singer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a [X]
b []

3. SEC USE ONLY

4. SOURCE OF FUNDS*
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

7. SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

8. SHARED VOTING POWER

113,553

9. SOLE DISPOSITIVE POWER

None

10. SHARED DISPOSITIVE POWER

113,553

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
113,553

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.3%

14. TYPE OF REPORTING PERSON*
IN

SCHEDULE 13D

CUSIP No. 216648-10-5

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Brad Singer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a [X]
b []

3. SEC USE ONLY

4. SOURCE OF FUNDS*
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

7. SOLE VOTING POWER

63,633

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

8. SHARED VOTING POWER

None

9. SOLE DISPOSITIVE POWER

63,633

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
63,633

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%

14. TYPE OF REPORTING PERSON*
IN

SCHEDULE 13D

CUSIP No. 216648-10-5

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Norma Brandes

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a [X]
b []

3. SEC USE ONLY

4. SOURCE OF FUNDS*
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

7. SOLE VOTING POWER

358,145

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

8. SHARED VOTING POWER

None

9. SOLE DISPOSITIVE POWER

358,145

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
358,145

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.1%

14. TYPE OF REPORTING PERSON*
IN

The Statement on Schedule 13D, dated April 26, 1991, as amended and restated by Amendment No. 4 dated December 21, 1994, on behalf of the Reporting Persons identified above is further amended as set forth below. Unless otherwise defined herein, terms used in this Amendment No. 5 which are defined in Amendment No. 4 shall have the respective meanings as set forth in Amendment No. 4.

Item 5. Interest in Securities of the Issuer.

Item 5 (a), (b), (c) and (e) is hereby amended and supplemented as follows:

(a) and (b) As of the date of this Amendment No. 5, the Reporting Persons beneficially owned as follows 1,451,394 Shares, representing, in the aggregate, 4.3% of the 33,880,111 Shares confirmed by the New York Stock Exchange, Inc. as outstanding as of September 30, 1994.

Reporting Person	Number of Shares	% of Outstanding
Gary Singer	492,561	1.5
Karen Singer	113,553	0.3
Norma Brandes	358,145	1.1
Steven Singer	423,502	1.3
Brad Singer	63,633	0.2
Total	1,451,394	

Except for the Shares beneficially owned by Karen Singer, each of the Reporting Person has sole voting and dispositive power with respect to the Shares reported as owned by him or her. Gary Singer may be deemed to share voting and dispositive power with respect to the Shares beneficially owned by Karen Singer.

Except with respect to shared beneficial ownership reported above, each of the Reporting Persons disclaims beneficial ownership of any Shares beneficially owned by any other Reporting Person. In addition, the Shares beneficially owned by Gary and Karen Singer are subject to the Stipulation.

(c) During the past 60 days, Brad Singer sold Shares in open market transactions on the dates and at the prices listed below:

Date	Amount Sold	Price
December 28, 1994	18,700	\$ 2 1/4
January 5, 1995	20,000	2 1/4
January 6, 1995	6,100	2 1/4
January 9, 1995	10,000	2 1/4
January 10, 1995	118,145	2 1/4

During the past 60 days, Norma Brandes sold Shares in open market transactions on the dates and at the prices listed below:

Date	Amount Sold	Price
January 10, 1995	31,855	\$ 2 1/4
January 11, 1995	75,000	2 3/8
January 13, 1995	12,200	2 5/8
January 16, 1995	25,000	2 5/8
January 18, 1995	25,000	2 5/8

Except as set forth above, no transactions in the Shares have been effected by any of the Reporting Persons during the past 60 days.

(e) On January 10, 1995, the Reporting Persons ceased to be the beneficial owners of more than five percent of the 33,880,111 Shares confirmed by the New York Stock Exchange, Inc. as outstanding as of September 30, 1994.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 19, 1995

/s/ Brad Singer
Brad Singer

/s/ Gary Singer
Gary Singer

/s/ Karen Singer
Karen Singer

/s/ Steven Singer
Steven Singer

/s/ Norma Brandes
Norma Brandes