UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For Quarterly Period Ended July 31, 2003

[_] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition Period from __________ to __________

Commission File Number 1-8597

The Cooper Companies, Inc.
(Exact name of registrant as specified in its charter)

Delaware	94-2657368
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (925) 460-3600

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [_]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes [X] No [_]

Indicate the number of shares outstanding of each of issuer's classes of common stock, as of the latest practicable date.

Common Stock, $.10 Par Value	31,443,498 Shares
Class	Outstanding at August 31, 2003

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Condensed Statements of Income

(In thousands, except per share amounts)

(Unaudited)

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2003	2002	2003	2002
Net sales	$108,442	$90,563	$298,824	$220,585
Cost of sales	39,810	34,844	108,405	83,217
Gross profit	68,632	55,719	190,419	137,368
Selling, general and administrative expense	41,518	37,055	118,985	88,439
Research and development expense	1,400	1,118	3,994	2,893
Amortization of intangibles	388	565	1,143	1,265
Operating income	25,326	16,981	66,297	44,771
Interest expense	1,655	2,347	5,167	4,681
Other income, net	375	3,668	1,671	4,686
Income before income taxes	24,046	18,302	62,801	44,776
Provision for income taxes	5,383	4,941	15,072	12,092
Net income	$ 18,663	$13,361	$ 47,729	$ 32,684
Earnings per share:				
Basic	$ 0.60	$ 0.44	$ 1.54	$ 1.07
Diluted	$ 0.58	$ 0.43	$ 1.49	$ 1.05
Number of shares used to compute earnings per share:				
Basic	31,253	30,616	31,054	30,514
Diluted	32,398	31,210	31,950	31,139

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Balance Sheets
(Unaudited)

	July 31, 2003	October 31, 2002
	(In thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 30,798	$ 10,255
Trade receivables, net	80,006	74,545
Marketable securities	5,976	2,750
Inventories	82,880	76,279
Deferred tax asset	14,423	17,781
Other current assets	20,950	17,300
Total current assets	235,033	198,910
Property, plant and equipment, net	105,401	87,944
Goodwill, net	273,297	238,966
Other intangible assets, net	14,626	14,651
Deferred tax asset	24,089	26,806
Other assets	4,663	3,838
	$657,109	$571,115
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	$ 22,744	$ 36,333
Accounts payable	13,692	15,212
Accrued acquisition costs	16,276	24,773
Accrued income taxes	15,168	12,261
Other current liabilities	41,426	38,102
Total current liabilities	109,306	126,681
Long-term debt	169,055	127,318
Other liabilities	1,521	5,674
Total liabilities	279,882	259,673
Stockholders' equity:		
Common stock, $.10 par value	3,204	3,153
Additional paid-in capital	295,831	285,619
Accumulated other comprehensive income (loss)	4,868	(4,396)
Retained earnings	83,098	37,236
Unearned compensation	(16)	(78)
Treasury stock at cost	(9,758)	(10,092)
Total stockholders' equity	377,227	311,442
	$657,109	$571,115

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Cash Flows
(In thousands)
(Unaudited)

	Nine Months Ended July 31,	
	2003	2002
Cash flows from operating activities:		
Net income	$ 47,729	$ 32,684
Depreciation and amortization	9,092	8,489
Net increase in operating capital	(9,078)	(4,993)
Net decrease in non-current liabilities	(1,973)	(3,665)
Net decrease in non-current assets	2,377	7,419
Net cash provided by operating activities	48,147	39,934
Cash flows from investing activities:		
Purchases of property, plant and equipment	(22,754)	(16,962)
Acquisitions of businesses	(63,722)	(130,522)
Sale of marketable securities	--	4,382
Other	(7)	112
Net cash used by investing activities	(86,483)	(142,990)
Cash flows from financing activities:		
Net repayments of short-term debt	(419)	(3,019)
Repayments of long-term debt	(158,662)	(98,000)
Proceeds from long-term debt	208,891	198,454
Dividends on common stock	(1,952)	(1,527)
Exercises of stock options	10,509	3,190
Other	--	47
Net cash provided by financing activities	58,367	99,145
Effect of exchange rate changes on cash and cash equivalents	512	(227)
Net increase (decrease) in cash and cash equivalents	20,543	(4,138)
Cash and cash equivalents - beginning of period	10,255	12,928
Cash and cash equivalents - end of period	$ 30,798	$ 8,790

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Comprehensive Income
(In thousands)
(Unaudited)

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2003	2002	2003	2002
Net income	$18,663	$13,361	$47,729	$32,684
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	(233)	2,998	8,819	2,970
Change in value of derivative instruments	34	(73)	93	337
Minimum pension liability	(1,745)	(616)	(1,745)	(616)
Unrealized gain (loss) on marketable securities:				
Gain (loss) arising during period	979	(417)	2,097	(353)
Reclassification adjustment	--	(6)	--	(744)
Unrealized gain (loss) on marketable securities	979	(423)	2,097	(1,097)
Other comprehensive income (loss), net of tax	(965)	1,886	9,264	1,594
Comprehensive income	$17,698	$15,247	$56,993	$34,278

See accompanying notes.

Note 1. General

The Cooper Companies, Inc. ("Cooper" or "we" and similar pronouns), through its two business units, develops, manufactures and markets healthcare products. CooperVision ("CVI") markets a range of specialty contact lenses to correct visual defects, including toric lenses to correct astigmatism, cosmetic lenses to change or enhance the appearance of the eye's natural color, multifocal lenses designed to correct for presbyopia, an age-related vision defect, and lenses for patients experiencing the symptoms of dry eye syndrome. Its leading products are disposable-planned replacement toric and spherical lenses. CooperSurgical ("CSI") markets medical devices, diagnostic products and surgical instruments and accessories used primarily by gynecologists and obstetricians.

During interim periods, we have followed the accounting policies described in our Form 10-K for the fiscal year ended October 31, 2002. Please refer to this and to our Annual Report to Stockholders for the same period when reviewing this Form 10-Q. Certain prior period amounts have been reclassified to conform to the current periods' presentation. You should not assume that the results reported here are either an indicator or a guarantee of future performance.

The unaudited consolidated condensed financial statements presented in this report contain all adjustments necessary to present fairly Cooper's consolidated financial position at July 31, 2003 and October 31, 2002, the consolidated results of its operations for the three and nine months ended July 31, 2003 and 2002, and its cash flows for the nine months ended July 31, 2003 and 2002. All of these adjustments are normal and recurring.

See "Estimates and Critical Accounting Policies" in Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operations.

Note 2. Inventories, at the Lower of Average Cost or Market

	July 31, 2003	October 31, 2002
	(In thousands)	
Raw materials	$16,592	$13,176
Work-in-process	13,878	14,067
Finished goods	52,410	49,036
	$82,880	$76,279

Note 3. New Accounting Pronouncements

At the beginning of fiscal 2003, Cooper adopted Financial Accounting Standards Board ("FASB") Interpretation No. 45 ("FIN 45") "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." FIN 45 requires a guarantor to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken by it in issuing the guarantee. It also requires certain disclosures in the financial statements of the guarantor with respect to its obligations. The implementation of FIN 45 has had no material impact on our financial statements.

Note 4. Acquisitions

Prism Acquisition: On May 5, 2003, Cooper completed the acquisition of Prism Enterprises, LP. Prism, which had annual revenue of $8.7 million, develops, manufactures and markets medical devices and other disposable products for the obstetric, neonatal and gynecological markets.

We paid about $23 million for Prism. Prism's results of operations have been included in our financial statements from the date of acquisition. Initially, we have ascribed $21.2 million to goodwill, $1.3 million to working capital (including acquisition costs of $620,000), $474,000 to other intangible assets and $300,000 to net property, plant and equipment.

Disposable products accounted for virtually all of Prism's 2002 revenue. In 2002, disposable vacuum assisted delivery ("VAD") systems accounted for about 60% of Prism's revenue, and its disposable obstetric, neonatal and gynecological products made up the remainder. These products support the perinatal period - three months before birth to one month after birth - and include heating products, uterine infusion catheters, bellybands and amniotic hooks.

Note 5. Accrued Acquisition Costs

When we record acquisitions, we accrue for the estimated costs of severance, legal, consulting, due diligence, plant/office closure of the acquired business and deferred acquisition payments. The table below presents the opening balance of accrued acquisition costs at October 31, 2002, activity recorded in the first nine months of fiscal 2003 and the closing balance at July 31, 2003.

Description	Opening Balance	Additions	Payments	Closing Balance
	(In thousands)			
Severance	$ 8,965	$ --	$ 3,356	$ 5,609
Legal and consulting	3,542	819	2,479	1,882
Plant shutdown	7,807	524	1,731	6,600
Hold back due	4,333	1,650	5,196	787
Pre-acquisition liabilities	--	1,959	709	1,250
Other	126	160	138	148
	$24,773	$5,112	$13,609	$16,276

Note 6. Intangible Assets

	(In thousands)
Goodwill	
Balance as of November 1, 2002	$238,966
Goodwill on acquisitions and acquisition adjustments	30,280
Other adjustments*	4,051
	$273,297

* Primarily translation differences in goodwill denominated in foreign currency.

	As of July 31, 2003		As of October 31, 2002	
	Gross Carrying Amount	Accumulated Amortization & Translation	Gross Carrying Amount	Accumulated Amortization & Translation
	(In thousands)			
Other Intangible Assets				
Trademarks	$ 578	$ 164	$ 578	$ 144
Patents	13,201	4,871	12,711	4,289
License and distribution rights	6,904	1,964	6,654	1,602
Other	1,060	118	778	35
	21,743	$ 7,117	20,721	$6,070
Less accumulated amortization and translation	7,117		6,070	
Other intangible assets, net	$14,626		$14,651	

We estimate that amortization expense will be about $1.5 million per year in the five-year period ending October 31, 2007.

Note 7. Debt

	July 31, 2003	October 31, 2002
	(In thousands)	
Short-term:		
Notes payable to banks	$ 2,100	$ 2,519
Current portion of long-term debt	20,644	33,814
	$ 22,744	$ 36,333
Long-term:		
Convertible senior debentures	$111,181	$ --
KeyBank line of credit	73,313	132,310
Capitalized leases	3,144	4,471
County of Monroe Industrial Development Agency bond	1,715	1,899
Promissory notes - Aspect	--	22,291
Other	346	161
	189,699	161,132
Less current portion	20,644	33,814
	$169,055	$127,318

KeyBank Line of Credit: In December 2002, we used $21 million of our KeyBank line of credit to retire the promissory notes - Aspect.

At July 31, 2003, we had $143.7 million available under the KeyBank line of credit.

	(In millions)
Amount of line	$220.3
Outstanding loans	(76.6)*
Available	$143.7

* Includes $3.3 million in letters of credit backing other debt.

On July 31, 2003, Cooper and KeyBank amended the credit agreement to provide Cooper with more financial flexibility. The amendment extended the revolving credit facility maturity to April 30, 2007 from April 30, 2005, allowed us to issue the senior convertible debentures and increased the allowable ratio of debt to earnings before interest, taxes, depreciation and amortization (the "leverage ratio") to 3.0 to 1 from 2.5 to 1 as of July 31, 2003. The amendment also relaxed certain borrowing, investment and acquisition restrictions.

Convertible Senior Debentures: In the third quarter, we issued $115 million of 2.625% convertible senior debentures (the "Debentures") due on July 1, 2023, in a private placement pursuant to Rule 144A and Regulation S of the Securities Act. The Debentures are convertible at the holder's option under certain circumstances into 22.5201 shares of our common stock per $1,000 principal amount of Debentures, approximately $44.40 per share. When converted, we have the right to deliver, in lieu of shares of our common stock, cash or combination of cash and shares of common stock. The Debentures rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness and are effectively subordinated to the indebtedness and other liabilities of our subsidiaries, including trade creditors. We may redeem the Debentures (in whole or in part) for cash on or after July 1, 2008 at a price equal to 100% of the principal amount. Holders may require us to repurchase the Debentures on July 1, 2008, 2013 and 2018, at a repurchase price equal to 100% of the principal amount.

Note 8. Earnings Per Share ("EPS")

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2003	2002	2003	2002
	(In thousands, except for EPS)			
Net income	$18,663	$13,361	$47,729	$32,684
Basic:				
Weighted average common shares	31,253	30,616	31,054	30,514
Basic EPS	$ 0.60	$ 0.44	$ 1.54	$ 1.07
Diluted:				
Basic weighted average common shares	31,253	30,616	31,054	30,514
Add dilutive securities:				
Stock options	1,145	594	896	625
Denominator for diluted EPS	32,398	31,210	31,950	31,139
Diluted EPS	$ 0.58	$ 0.43	$ 1.49	$ 1.05

We excluded the following options to purchase Cooper's common stock from the computation of diluted EPS because their exercise prices were above the average market price.

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2003	2002	2003	2002
Number of shares excluded	150,000	1,045,500	286,000	1,045,500
Range of exercise prices	$ 35.69	$23.93-$31.11	$31.11-$35.69	$23.93-$31.11

Note 9. Income Taxes

Cooper now expects its effective tax rate ("ETR") (provision for income taxes divided by pretax income) for fiscal 2003 will be 24%. Based on the accounting principles generally accepted in the United States of America ("GAAP") requirement that the projected fiscal year ETR be included in the year-to-date results, the ETR for the third quarter and nine-month period ended July 31, 2003 was revised downward to 22% and 24%, respectively. The ETR used to record the provision for income taxes for the quarter and nine-month period ended July 31, 2002 was 27% for both periods. The decrease in 2003 ETR reflected the shift of business to jurisdictions with lower tax rates.

Note 10. Litigation Settlement

On April 25, 2001, Dioptics Medical Products, Inc. filed a lawsuit against Cooper, CVI and A. Thomas Bender in the United States District Court, Northern District of California, Case No. C01-20356-JW. This lawsuit alleged that CVI's CV Encore family of contact lenses infringed Dioptics' ENCORE trademark for sunglasses. The Company believes that it did not infringe any valid and protectable trademark held by Dioptics. Nevertheless, to avoid ongoing legal costs and management distraction, Cooper entered into a Confidential Settlement Agreement on May 5, 2003. The Company recorded a settlement provision in the first fiscal quarter of 2003 that covers all associated costs.

Note 11. Accounting for Stock Plans

As permitted by SFAS 123, Cooper applies APB Opinion No. 25 and related interpretations to account for its plans for stock options issued to employees and directors. Accordingly, no compensation cost has been recognized for its employee and director stock option plans. Had compensation cost for our stock-based compensation plans been determined under the fair value method included in SFAS 123, as amended by SFAS 148, "Accounting for Stock-Based Compensation - Transition and Disclosure, an Amendment of FASB Statement No. 123," adopted in the second quarter 2003, our net income and earnings per share would have been reduced to the pro forma amounts indicated below:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2003	2002	2003	2002
	(In thousands, except per share amounts)			
Net income, as reported	$18,663	$13,361	$ 47,729	$32,684
Deduct: Total stock-based employee and director compensation expense determined under fair value based method for all awards granted since February 1, 1995, net of related tax effects	(3,588)	(1,011)	(10,094)	(2,872)
Pro forma net income	$15,075	$12,350	$ 37,635	$29,812
Basic earnings per share:				
As reported	$ 0.60	$ 0.44	$ 1.54	$ 1.07
Pro forma	$ 0.48	$ 0.40	$ 1.21	$ 0.98
Diluted earnings per share:				
As reported	$ 0.58	$ 0.43	$ 1.49	$ 1.05
Pro forma	$ 0.47	$ 0.40	$ 1.19	$ 0.97
Effective tax rate used to determine pro forma net income	22%	25%	24%	25%

Note 12. Cash Dividends

We paid a semiannual dividend of 3 cents per share on each of January 6, and July 3, 2003 to stockholders of record on December 16, 2002 and June 13, 2003, respectively.

Note 13. Business Segment Information

For management reporting, Cooper is organized by operating business segment with segment profitability measured primarily by operating income. Corporate expenses are not allocated to segment operating income. Items accounted for after operating income are not considered when measuring segment profitability. The accounting policies used to generate segment results are the same as our overall accounting policies, which are designed to provide financial statements in accordance with accounting principles generally accepted in the United States of America.

Identifiable assets are those assets used in continuing operations excluding cash and cash equivalents, which we designate as corporate assets. Long-lived assets are primarily property, plant and equipment, goodwill and other intangibles.

Segment information:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2003	2002	2003	2002
	(In thousands)			
Sales to external customers:				
CVI	$ 87,773	$70,596	$238,638	$168,843
CSI	20,669	19,967	60,186	51,742
	$108,442	$90,563	$298,824	$220,585
Operating income:				
CVI	$ 23,948	$16,843	$ 62,468	$ 40,475
CSI	4,793	2,463	12,636	10,049
Corporate	(3,415)	(2,325)	(8,807)	(5,753)
Total operating income	25,326	16,981	66,297	44,771
Interest expense	(1,655)	(2,347)	(5,167)	(4,681)
Other income, net	375	3,668	1,671	4,686
Income before income taxes	$ 24,046	$18,302	$ 62,801	$ 44,776

	July 31, 2003	October 31, 2002
Identifiable assets:		
CVI	$442,124	$401,421
CSI	141,462	111,998
Corporate	73,523	57,696
Total	$657,109	$571,115
Goodwill:		
CVI	$181,590	$170,843
CSI	91,707	68,123
Total	$273,297	$238,966

Geographic information:

	Three Months Ended July 31, 2003	Three Months Ended July 31, 2002	Nine Months Ended July 31, 2003	Nine Months Ended July 31, 2002
	(In thousands)			
Sales to external customers by country of domicile:				
United States	$ 62,913	$56,597	$178,635	$145,904
Europe	33,700	28,971	90,150	62,149
Rest of world	11,829	4,995	30,039	12,532
Total	$108,442	$90,563	$298,824	$220,585

	July 31, 2003	October 31, 2002
Long-lived assets by country of domicile:		
United States	$190,019	$158,477
Europe	201,116	180,585
Rest of world	2,189	2,499
Total	$393,324	$341,561

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Note numbers refer to "Notes to Consolidated Condensed Financial Statements" beginning on page 7.

Forward-Looking Statements: Some of the information included in this Form 10-Q contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. These include statements about our capital resources, performance and results of operations. In addition, all statements regarding anticipated growth in our revenue, anticipated market conditions and results of operations are forward-looking. To identify these statements look for words like "believes," "expects," "may," "will," "should," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases. Discussions of strategies, plans or intentions often contain forward-looking statements. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise.

Events, among others, that could cause actual results and future actions to differ materially from those described in forward-looking statements include major changes in business conditions, a major disruption in the operations of our manufacturing facilities, new competitors or technologies, significant delays in new product introductions, the impact of an undetected virus on our computer systems, acquisition integration delays or costs, increases in interest rates, foreign currency exchange exposure, investments in research and development and other start-up projects, dilution to earnings per share from acquisitions or issuing stock, worldwide regulatory issues, including product recalls and the effect of healthcare reform legislation, cost of complying with new corporate governance regulatory requirements, changes in tax laws or their interpretation, changes in geographical profit mix effecting tax rates, significant environmental cleanup costs above those already accrued, litigation costs including any related settlements or judgments, cost of business divestitures, the requirement to provide for a significant liability or to write off a significant asset, including impaired goodwill, changes in accounting principles or estimates, including the potential cost of expensing stock options, and other events described in our Securities and Exchange Commission filings, including the "Business" section in our Annual Report on Form 10-K for the year ended October 31, 2002. We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.

Results of Operations

In this section we discuss the results of our operations for the third quarter and nine months of fiscal 2003 and compare them with the same periods of fiscal 2002. We discuss our cash flows and current financial condition beginning on page 24 under "Capital Resources and Liquidity."

Third Quarter Highlights:

- Sales up 20% to $108.4 million.
- Gross profit up 23%; margin up one percentage point to 63% of revenue.
- Operating income up 49% to $25.3 million.
- Diluted earnings per share up 35% to 58 cents from 43 cents.

Nine-Month Highlights:

- Sales up 35% to $298.8 million.

- Gross profit up 39% on margin of 64%, up two percentage points from last year.

- Operating income up 48% to $66.3 million.

- Diluted earnings per share up 42% to $1.49 from $1.05.

Selected Statistical Information - Percentage of Sales and Growth

	Percent of Sales Three Months Ended July 31, 2003	2002	% Growth	Percent of Sales Nine Months Ended July 31, 2003	2002	% Growth
Net sales	100%	100%	20%	100%	100%	35%
Cost of sales	37%	38%	14%	36%	38%	30%
Gross profit	63%	62%	23%	64%	62%	39%
Selling, general and administrative	38%	41%	12%	40%	40%	35%
Research and development	1%	1%	25%	1%	1%	38%
Amortization	1%	1%	(31%)	1%	1%	(10%)
Operating income	23%	19%	49%	22%	20%	48%

Net Sales: Cooper's two business units, CooperVision ("CVI") and CooperSurgical ("CSI") generate all its revenue:

- CVI markets a broad range of soft contact lenses for the vision care market worldwide.

- CSI markets medical devices, diagnostic products and surgical instruments and accessories used primarily by gynecologists and obstetricians.

Our consolidated net sales grew $17.9 million (20%) in the three-month period and $78.2 million (35%) in the nine-month period:

	Three Months Ended July 31, 2003	2002	% Incr.	Nine Months Ended July 31, 2003	2002	% Incr.
			($ in millions)			
CVI	$ 87.8	$70.6	24%	$238.6	$168.9	41%
CSI	20.6	20.0	4%	60.2	51.7	16%
	$108.4	$90.6	20%	$298.8	$220.6	35%

CVI Revenue: Practitioner and patient preferences in the worldwide contact lens market continue to change. The major shifts are from:

- Conventional lenses replaced annually to disposable and frequently replaced lenses. Disposable lenses are designed for either daily, two-week or monthly replacement; frequently replaced lenses are designed for replacement after one to three months.

- Commodity lenses to specialty lenses including toric lenses, cosmetic lenses, multifocal lenses and lenses for patients experiencing the symptoms of dry eye syndrome.

- Commodity spherical lenses to value-added spherical lenses such as lenses with aspherical optical properties.

These shifts favor CVI's line of specialty products, which now comprise over 60% of CVI's revenue.

Definitions: Lens revenue consists of sales of spherical lenses, which include aspherically designed lenses, and specialty lenses - toric, cosmetic, multifocal lenses and lenses for patients with dry eyes.

- Aspheric lenses correct only for near- and farsightedness, but they have additional optical properties that help improve visual acuity in low light conditions and can correct low levels of astigmatism and low levels of presbyopia, an age-related vision defect.

- Toric lenses are designed to correct astigmatism by adding the additional optical properties of cylinder and axis.

- Cosmetic lenses are opaque and color enhancing lenses that alter the natural appearance of the eye.

- Multifocal lenses are designed to correct presbyopia.

- Proclear lenses help enhance tissue/device compatibility for patients experiencing mild discomfort relating to dry eyes during lens wear.

CVI's worldwide revenue grew 24% and 41% in the three- and nine-month periods; 17% and 34% when the foreign exchange rates applied to the prior periods are also applied on a memo basis to the current periods' revenue (in "constant currency"). The primary reasons for our growth include continued global market share gains with our toric products revenue up 21% in the quarter, continued momentum in Europe with our growth up 28% in the quarter, and growth in disposable spheres up 39% in the quarter.

CVI reported revenue includes revenue from Biocompatibles beginning in March 2002. In the following table we adjust CVI reported revenue by adding the Biocompatibles revenue for the four-month period we did not own Biocompatibles (as shown on the Biocompatibles' unaudited ledgers) to our actual results for the nine-month period. This shows the growth in the total lens business we now own. Revenue grew 24% in the three-month period and adjusted revenue grew 23%, in the nine-month period ended July 31, 2003.

Since the acquisition of Biocompatibles, CVI has actively promoted Proclear lenses. In many cases, practitioners now recommend Proclear lenses rather than older CVI products.

Reported:	Third Quarter 2003	Third Quarter 2002	Growth	Nine Months 2003	Nine Months 2002	Growth
			($ in millions)			
U.S.	$42.4	$35.8	18%	$116.2	$ 90.9	28%
International	44.0	32.2	37%	115.3	70.0	65%
Soft lens revenue	86.4	68.0	27%	231.5	160.9	44%
Miscellaneous revenue	1.4	2.6	(46%)	7.1	8.0	(11%)
Total reported	$87.8	$70.6	24%	$238.6	$168.9	41%

Adjustments - to include Biocompatibles revenue for comparable periods:

	Nine Months 2002
	($ in millions)
U.S.	$ 6.3
International	18.5
Soft lens revenue	24.8
Miscellaneous revenue	0.3
Total reported	$25.1

As adjusted:	Third Quarter 2003	Third Quarter 2002	Growth	Nine Months 2003	Nine Months 2002	Growth
			($ in millions)			
U.S.	$42.4	$35.8	18%	$116.2	$ 97.2	20%
International	44.0	32.2	37%	115.3	88.5	30%
Soft lens revenue	86.4	68.0	27%	231.5	185.7	25%
Miscellaneous revenue	1.4	2.6	(46%)	7.1	8.3	(13%)
Total as adjusted	$87.8	$70.6	24%	$238.6	$194.0	23%

Total adjusted worldwide revenue grew 24% and 23% for the three- and nine-month periods (about 17% in constant currency for both periods). International soft lens revenue of $44 million grew 37% (21% in constant currency) for the three-month period.

The 37% and 30% growth in reported international soft lens revenue, from $32.2 million and $88.5 million to $44 million and $115.3 million in the three- and nine-month periods, respectively, was largely driven by sales of two-week and monthly sphere products. These grew $7.6 million, or 46%, and $19 million, or 44%, in the three- and nine-months periods. Also, sales of two-week and monthly toric products grew $3.5 million, or 52%, and $6.3 million, or 36%, in the three- and nine-month periods.

Adjusted revenue in the United States grew 18% in the third quarter and 20% in the first nine months of fiscal 2003, primarily due to sales of two-week and monthly sphere products, which added $3.5 million, growing 29%, and $9.3 million, growing 29%, in the three- and nine-month periods, respectively. Also, sales of two-week and monthly toric products added $3.5 million, growing 44%, and $9.4 million, growing 45%, in the three- and nine-month periods. The acquisition of Biocompatibles enhanced the growth in these product lines, especially the sales of Proclear toric and other specialty lenses.

CSI Revenue: Women's healthcare products used primarily by obstetricians and gynecologists generate about 90% of CSI's revenue. The balance represents sales of medical devices outside of women's healthcare that CSI does not actively market. CSI's overall third quarter revenue increased 4% to $20.6 million. The third quarter growth in CSI revenue of $3 million was due to recent acquisitions. The reported growth of $600,000 was net of declining sales in more mature product lines, softness in the equipment part of the market and the delay in launching a replacement for an in-vitro fertilization catheter that CSI could no longer market when an exclusive distributor relationship ended.

Cost of Sales/Gross Profit: Gross profit as a percentage of sales ("gross margin") was:

	Gross Margin % Three Months Ended July 31,		Gross Margin % Nine Months Ended July 31,	
	2003	2002	2003	2002
CVI	66%	66%	67%	66%
CSI	54%	44%	52%	50%
Consolidated	63%	62%	64%	62%

CVI's gross margin for the third quarter of fiscal 2003, at 66%, was equal to 2002 third quarter. CVI manufactures about 61% of its lenses in the United Kingdom. The favorable impact of currency on revenue is offset by the unfavorable impact on manufacturing costs. In addition, we have lower gross margin on sales to Asia-Pacific distributors, which have increased 91%. Last year's gross margin reflects lower gross margin sales of certain Biocompatibles' products. Gross margin on Biocompatibles' products have improved as CVI has improved manufacturing costs and continues to shift customers to higher gross margin Proclear products.

CSI's gross margin was 54%, compared with 44% for the third fiscal quarter last year. In the third quarter last year, we phased out the Cerveillance Colposcope system, and recorded a charge against cost of sales (primarily write down of inventory distribution rights and prepaid royalties) of about $2 million. Excluding this charge last year's margin was 54% for both the third quarter and for the nine-month period. Absent future acquisitions with lower-margin products, we expect gross margin to continue to improve as we complete the integration of recent acquisitions.

Selling, General and Administrative ("SGA") Expense:

	Three Months Ended July 31,				Nine Months Ended July 31,			
	2003	% Rev.	2002	% Incr.	2003	% Rev.	2002	% Incr.
	($ in millions)							
CVI	$32.4	37%	$29.1	11%	$ 93.1	39%	$68.2	36%
CSI	5.7	28%	5.6	1%	17.1	28%	14.5	18%
Headquarters	3.4	--	2.3	47%	8.8	--	5.7	53%
	$41.5	38%	$37.0	12%	$119.0	40%	$88.4	35%

Consolidated SGA increased 12%, and as a percentage of revenue, declined to 38% from 41% for the three-month period and was 40% for both nine-month periods. About $1.6 million and $4.8 million of the SGA increase in the three- and nine-month periods, reflected the relative weakness of the U.S. dollar against foreign currencies. Corporate headquarters' expenses, which increased 47% to $3.4 million, include continued expenses for various projects associated with maintaining the Company's global trading arrangement. These expenses are expected to flatten and then decline after 2003, but costs to comply with recently enacted and proposed corporate governance requirements are expected to increase in 2004.

Research and Development ("R&D") Expense: During the first nine months of fiscal 2003, CVI R&D expenditures were $2.7 million, up 40% over the same 2002 period, reflecting the previously announced initiative to develop new and improved contact lens products. During the 2003 to 2005 period, CVI is investing in two new research programs: the development of an extended wear contact lens and an improved contact lens technology. We expect that CVI R&D expense will approach $4 million in 2003. CSI R&D expenditures in the first nine months of fiscal 2003 were about $1.3 million, up 35%, primarily because of R&D projects of acquired companies.

Amortization of Intangibles: Amortization expenses were $388,000 and $1.1 million in the three and nine months of fiscal 2003, down from $565,000 and $1.3 million in last year's three and nine-month periods.

Operating Income: Operating income improved by $8.3 million, or 49%, and $21.5 million, or 48%, for the three- and nine-month periods:

	Three Months Ended July 31,				Nine Months Ended July 31,			
	2003	% Rev.	2002	% Incr.	2003	% Rev.	2002	% Incr.
	($ in millions)							
CVI	$23.9	27%	$16.8	42%	$62.5	26%	$40.5	54%
CSI	4.8	23%	2.5	95%	12.6	21%	10.0	26%
Headquarters	(3.4)	--	(2.3)	--	(8.8)	--	(5.7)	--
	$25.3	23%	$17.0	49%	$66.3	22%	$44.8	48%

Interest Expense: Interest expense decreased $692,000, or 29%, in the three-month period and increased $486,000, or 10%, in the nine-month period. The increase in the nine-month period related to higher average borrowing for acquisitions, partially offset by lower interest rates.

Other Income (Expense), Net:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2003	2002	2003	2002
	(In thousands)			
Interest income	$ 59	$ 47	$ 148	$ 125
Foreign exchange transactions	282	1,539	1,903	1,365
Settlement of dispute	--	--	(500)	--
Gain on Quidel stock	--	40	--	1,168
Gain on Litmus/Quidel transaction	--	2,075	--	2,075
Other	34	(33)	120	(47)
	$375	$3,668	$1,671	$4,686

In conjunction with the acquisition of Biocompatibles, we inherited intercompany accounts in various currencies, primarily pounds sterling. The pound strengthened against the dollar in the first nine months of 2003, resulting in a net gain of about $1.9 million. We have taken steps to minimize this exposure. Our policy continues to be to hedge foreign exchange exposure whenever possible.

In the first quarter of 2003, we provided $500,000 for the settlement of a legal dispute.

In the third fiscal quarter of 2002, we received an additional 334,727 shares of Quidel that were held in escrow and recorded a gain of $2.1 million, based on the fair market value of Quidel shares on the day we received them. In the first nine months of 2002, we sold 592,000 shares of Quidel stock, realizing a gain of approximately $1.2 million.

Provision for Income Taxes: We now estimate that our effective tax rate ("ETR") for fiscal year 2003 (provision for taxes divided by income before taxes) will be 24%, down from 25% reported in our second quarter results. The ETR was revised downward to adjust for the favorable shift of business to jurisdictions with lower tax rates. This resulted in a 22% ETR in the third quarter. Assuming no major acquisitions, we expect our ETR to continue to decline, and we now expect our ETR to be about 23% in fiscal 2004.

We implemented a global trading arrangement in fiscal 1999 to minimize both the taxes reported in our statement of income and the actual taxes we will have to pay when we exhaust all the benefits of our net operating loss carryforwards ("NOLs").

The global trading arrangement consists of a restructuring of the legal ownership structure for the CooperVision foreign sales and manufacturing subsidiaries. The stock of those subsidiaries is now owned by a single foreign holding company, which centrally directs much of the activities of those subsidiaries. The foreign holding company has applied for and received the benefits of a reduced tax rate under a special tax regime available in its country of residence.

Assuming no major acquisitions or large stock issuances, we expect that this arrangement will extend the cash flow benefits of the NOLs through 2006, and that actual cash payments of taxes will average less than 5% of pretax profits over this period. After 2006, we expect that actual cash payments of income taxes will average less than 20% of pretax profits.

Capital Resources and Liquidity

Third Quarter Highlights:

- Operating cash flow $18 million vs. $15.3 million in 2002's third quarter.
- Cash payments for acquisitions totaled $25.2 million.
- Expenditures for purchases of property, plant and equipment ("PP&E") $9.3 million vs. $5 million in 2002's third quarter.

Nine-Month Highlights:

- Operating cash flow $48.1 million vs. $39.9 million in the first nine months of 2002.
- Cash payments for acquisitions totaled $63.7 million.
- Expenditures for purchases of PP&E $22.8 million vs. $17 million in the first nine months of 2002.

Comparative Statistics (dollars in millions, except per share amounts):

	July 31, 2003	October 31, 2002
Cash and cash equivalents	$ 30.8	$ 10.3
Total assets	$ 657.1	$ 571.1
Working capital	$ 125.7	$ 72.2
Total debt	$ 191.8	$ 163.7
Stockholders' equity	$ 377.2	$ 311.4
Ratio of debt to equity	0.51:1	0.53:1
Debt as a percentage of total capitalization	34%	34%
Operating cash flow - twelve months ended	$ 64.2	$ 55.9

Operating Cash Flows: Our major source of liquidity continues to be cash flow provided by operating activities, which totaled $48.1 million in the first nine months of fiscal 2003 and $64.2 million over the trailing twelve months ended July 31, 2003.

Major uses of cash for operating activities in the first nine months included payments of $4.5 million to settle the dispute with Medical Engineering Corporation, a subsidiary of Bristol-Myers Squibb Company, pursuant to a 1993 settlement agreement, $2.6 million to fund entitlements under Cooper's bonus plans and $5 million in interest payments.

Our working capital increased by $53.5 million in the first nine months of fiscal 2003, driven in part by the weak U.S. dollar, which triggered increases in trade receivables and inventory and the reduction of about $13.6 million of short-term debt. At the end of the third fiscal quarter, Cooper's days sales outstanding ("DSO's") decreased to 66 days from 71 days last quarter, reflecting improved cash collections. DSO's are expected to be in the upper 60's to low 70's through the remainder of fiscal 2003.

Investing Cash Flows: The cash outflow of $86.5 million from investing activities was capital expenditures of $22.8 million and payments of $63.7 million on acquisitions, including $22.4 million paid to the Aspect noteholders, the final payment for the Aspect acquisition.

Financing Cash Flows: Financing activities provided $58.4 million of cash primarily from increased borrowing. In the third quarter, we issued $115 million principal amount of 2.625% convertible senior debentures in a private placement (see Note 7, "Debt" under "Convertible Senior Debentures"). With the proceeds from the debenture, we repaid the majority of the revolving portion of our line of credit, which included borrowing for the recent acquisition of Prism (see Note 4, "Acquisitions"). Cash received from the exercises of stock options provided $10.5 million. We repaid net other debt of about $2.1 million. We paid dividends on our common stock of $2 million in the first nine months of 2003.

Estimates and Critical Accounting Policies

Estimates and judgments made by Management are an integral part of financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Actual results may be different from amounts reported for or at the end of any period. We believe that the following critical accounting policies address the more significant estimates required of Management when preparing our consolidated financial statements in accordance with GAAP:

- Revenue recognition - In general, we recognize revenue upon shipment of our products, when risk of ownership transfers to our customers. We record, based on historical statistics, appropriate provisions for shipments to customers who have the right of return.

- Adequacy of allowance for doubtful accounts - In accordance with GAAP, our reported balance of accounts receivable, net of the allowance for doubtful accounts, represents our estimate of the amount that ultimately will be realized in cash. We review the adequacy of our allowance for doubtful accounts on an ongoing basis, using historical payment trends and the age of the receivables, complemented by individual knowledge of our customers. If and when our analyses indicate, we increase or decrease our allowance accordingly.

- Net realizable value of inventory - GAAP states that inventories be stated at the lower of cost or market value, or "net realizable value." On an ongoing basis, we review the carrying value of our inventories, measuring number of months on hand and other indications of salability and, when indicated, reduce the value of inventory if there are indications that the carrying value is greater than market.

- Valuation of goodwill - We record and evaluate our goodwill balances and test them for impairment in accordance with the provisions of Statements of Financial Accounting Standards No. 141, "Business Combinations" and No. 142, "Goodwill and Other Intangible Assets," respectively. Pursuant to GAAP, we performed an impairment test in our third fiscal quarter of 2003, and our analysis indicated that we have no goodwill impairment.

- Income taxes - As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our current tax exposures in each jurisdiction including the impact, if any, of additional taxes resulting from tax examinations as well as making judgments regarding the recoverability of deferred tax assets. To the extent recovery of deferred tax assets is not likely based on our estimation of future taxable income in each jurisdiction, a valuation allowance is established. Tax exposures can involve complex issues and may require an extended period to resolve. To determine the quarterly tax rate, we are required to estimate full-year income and the related income tax expense in each jurisdiction. The estimated effective tax rate is adjusted for the tax related to significant unusual items. Changes in the geographic mix or estimated level of annual pre-tax income can affect the overall effective tax rate.

Outlook

We believe that cash and cash equivalents on hand of $30.8 million plus cash from operating activities will fund future operations, capital expenditures, cash dividends and smaller acquisitions. At July 31, 2003, we had $143.7 million available under the KeyBank line of credit.

Risk Management

We are exposed to risks caused by changes in foreign exchange, principally pound sterling and euro denominated debt and receivables and from operations in foreign currencies. We have taken steps to minimize our balance sheet exposure. We are also exposed to risks associated with changes in interest rates, as the interest rate on our revolver and term loan debt varies with the London Interbank Offered Rate. We have decreased our interest risk through our 2.625% convertible debenture offering (see Note 7).

Trademarks

Proclear'r' and Cerveillance'r' are registered trademarks of The Cooper Companies, Inc., its affiliates and/or subsidiaries and are italicized in this report.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

See "Risk Management" under Capital Resources and Liquidity in Item 2 of this report.

Item 4. Controls and Procedures

The Company has established and currently maintains disclosure controls and procedures designed to ensure that material information required to be disclosed in its reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified by the Securities and Exchange Commission and that any material information relating to the Company is recorded, processed, summarized and reported to its principal officers to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

In conjunction with the close of each fiscal quarter, the Company conducts a review and evaluation, under the supervision and with the participation of the Company's Management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. The Company's Chief Executive Officer and Chief Financial Officer, based upon such an evaluation as of July 31, 2003, the end of the fiscal quarter covered by this report, concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level.

There has been no change in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The information required by this item is incorporated herein by reference to Note 10, "Litigation Settlement" under Notes to Consolidated Condensed Financial Statements in Part I, Item I of this report.

Item 2. Changes in Securities and Use of Proceeds

On June 25, 2003, Cooper sold $100 million aggregate principal amount of 2.625% convertible senior debentures due 2023 to UBS Investment Bank, McDonald Investments Inc., Fleet Securities, Inc. and HSBC, as initial purchasers, in a private placement pursuant to Rule 144A and Regulations S under the Securities Act of 1933, as amended. The Company recorded net proceeds, after deduction of an aggregate initial purchasers' discount of $2.5 million, of $97.5 million, along with $1 million of deferred charges in connection with the debt issue cost. On July 2, 2003, the initial purchasers of these debentures exercised their option to purchase an additional $15 million of debentures, bringing the total sale to $115 million. This exercise generated additional net proceeds, after deduction of an aggregate initial purchasers' discount of $300,000, of $14.7 million. We used the net proceeds from the offering to repay most of the revolving portion of our existing line of credit. The debentures are convertible into 22.5201 shares of our common stock per $1,000 principal amount of debentures (approximately $44.40 per share) under certain conditions and subject to certain adjustments. When converted, we have the right to deliver, in lieu of shares of our common stock, cash or combination of cash and shares of common stock.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits.

Exhibit Number	Description
4.1	Indenture dated as of June 25, 2003, between The Cooper Companies, Inc. and Wells Fargo Bank, National Association, incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed with the Securities and Exchange Commission on June 25, 2003
11*	Calculation of Earnings Per Share
31.1	Certification of the Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32.1	Certification of the Chief Executive Officer, pursuant to 18 U.S.C. Section 1350
32.2	Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350

* The information called for in this Exhibit is provided in Footnote 8 to the Consolidated Condensed Financial Statements in this report.

(b) The Company filed the following reports on Form 8-K during the period May 1, 2003 to July 31, 2003.

Date of Report	Item Reported
May 5, 2003	Item 5. Other Events
June 4, 2003	Item 5. Other Events
June 19, 2003	Item 5. Other Events
June 20, 2003	Item 5. Other Events and Item 9. Regulation FD Disclosure
June 25, 2003	Item 5. Other Events

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

The Cooper Companies, Inc.
(Registrant)

Date: September 5, 2003

/s/ Stephen C. Whiteford

Vice President and Corporate Controller
(Principal Accounting Officer)

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Index of Exhibits

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STATEMENT OF DIFFERENCES

The registered trademark symbol shall be expressed as................. 'r'

Exhibit 31.1

CERTIFICATIONS

I, A. Thomas Bender, Chairman of the Board, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Cooper Companies, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 5, 2003

/s/ A. Thomas Bender

A. Thomas Bender

Chairman of the Board, President and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Robert S. Weiss, Executive Vice President and Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Cooper Companies, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 5, 2003

/s/ Robert S. Weiss

Robert S. Weiss

Executive Vice President and Chief Financial Officer

Exhibit 32.1

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of The Cooper Companies, Inc. (the "Company") hereby certifies that:

(i) To his knowledge, the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended July 31, 2003 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) To his knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 5, 2003

/s/ A. Thomas Bender

A. Thomas Bender
Chairman of the Board, President and Chief Executive Officer

Exhibit 32.2

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of The Cooper Companies, Inc.(the "Company") hereby certifies that:

(i) To his knowledge, the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended July 31, 2003 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) To his knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 5, 2003

/s/ Robert S. Weiss

Robert S. Weiss
Executive Vice President and Chief Financial Officer