

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Cooper Companies, Inc.  
(Name of Issuer)

Common Stock, \$.10 Par Value  
(Title of Class of Securities)

21664810  
(CUSIP Number)

Check the following box if a fee is being paid with this statement ( ). (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\* The remainder of this cover page shall be filled out for a reporting person's initial person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

Page 1 of 5 Pages

SCHEDULE 13G  
CUSIP NO. 21664810  
Page 2 of 5 Pages

1 NAME OF REPORTING PERSON: Wanger Asset Management, L.P.  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 36-3820584  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: Not applicable  
a ( ) b ( )  
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
5 SOLE VOTING POWER: None  
6 SHARED VOTING POWER: None  
7 SOLE DISPOSITIVE POWER: None  
8 SHARED DISPOSITIVE POWER: None  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: None  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ( )  
Not applicable  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 0%  
12 TYPE OF REPORTING PERSON: IA

1 NAME OF REPORTING PERSON: Wanger Asset Management, Ltd.  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: Not applicable  
a ( ) b ( )  
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
5 SOLE VOTING POWER: None  
6 SHARED VOTING POWER: None  
7 SOLE DISPOSITIVE POWER: None  
8 SHARED DISPOSITIVE POWER: None  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: None  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ( )  
Not applicable  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 0%  
12 TYPE OF REPORTING PERSON: CO

1 NAME OF REPORTING PERSON: Ralph Wanger  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: Not applicable  
a ( ) b ( )  
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION: U.S.A.  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
5 SOLE VOTING POWER: None  
6 SHARED VOTING POWER: None  
7 SOLE DISPOSITIVE POWER: None  
8 SHARED DISPOSITIVE POWER: None  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: None  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: ( )  
Not applicable  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 0%  
12 TYPE OF REPORTING PERSON: IN

- Item 1(a) Name of Issuer: Cooper Companies, Inc.
- Item 1(b) Address of Issuer's Principal Executive Offices:  
One Bridge Plaza  
6th Floor  
Fort Lee, New Jersey 07024
- Item 2(a) Name of Person Filing:  
Wanger Asset Management, L.P. ("WAM");  
Wanger Asset Management, Ltd., the sole general partner of  
WAM ("WAM LTD.");  
Ralph Wanger ("Wanger")
- Item 2(b) Address of Principal Business Office:  
WAM, WAM LTD. and Wanger are all located at:  
227 West Monroe Street, Suite 3000  
Chicago, Illinois 60606
- Item 2(c) Citizenship:  
WAM is a Delaware limited partnership.  
WAM LTD. is a Delaware corporation.  
Wanger is a U.S. citizen.
- Item 2(d) Title of Class of Securities:  
Common Stock, \$.10 Par Value
- Item 2(e) CUSIP Number: 21664810
- Item 3 Type of Person:  
(e) WAM is an Investment Adviser registered under section  
203 the Investment Advisers Act of 1940; WAM LTD. is  
the General Partner of the Investment Adviser;  
Wanger is the principal stockholder of the  
General Partner.
- Item 4 Ownership (at December 31, 1994):
- (a) Amount owned "beneficially" within the  
meaning of rule 13d-3:  
none
- (b) Percent of class: 0%
- (c) Number of shares as to which such person has:  
(i) sole power to vote or to direct the vote:  
none  
(ii) shared power to vote or to direct the vote:  
none  
(iii) sole power to dispose or to direct the  
disposition of: none  
(iv) shared power to dispose or to direct  
disposition of: none
- Item 5 Ownership of Five Percent or Less of a Class:  
If this statement is being filed to report the fact that  
as of the date hereof the reporting person has ceased to  
be the beneficial owner of more than five percent of the  
class of securities, check the following ( X ).
- Item 6 Ownership of More Than Five Percent on behalf of Another Person:  
Not Applicable
- Item 7 Identification and Classification of the Subsidiary Which Acquired  
the Security Being Reported on by the Parent Holding Company:  
Not applicable
- Item 8 Identification and Classification of Members of the Group:  
Not applicable
- Item 9 Notice of Dissolution of Group:  
Not applicable
- Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

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.

Date: February 8, 1995

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the shares reported herein.

WANGER ASSET MANAGEMENT, LTD., for  
itself and as general partner for  
WANGER ASSET MANAGEMENT, L.P.

By: /s/ Robert M. Slotky

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Robert M. Slotky  
Chief Financial Officer

The undersigned individual, on the date above written, agrees and consents to the joint filing on his behalf of this Schedule 13G in connection with his beneficial ownership of the shares reported herein.

RALPH WANGER

/s/ Ralph Wanger

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Chief Financial Officer