

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 5, 2007

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-8597
(Commission File Number)

94-2657368
(IRS Employer
Identification No.)

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

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01. Entry Into a Material Definitive Agreement.

Subsequent to the distribution of our 2007 Proxy Statement, we received feedback from Institutional Shareholder Services regarding the proposed adoption of our 2007 Long-Term Incentive Plan (the "2007 Plan"). As a result, effective March 5, 2007, our Board of Directors approved amendments to the Plan to clarify certain language regarding repricing of stock options and stock appreciation rights.

We also received feedback from FMR Corp., one of our principal stockholders, regarding the 2007 Plan and the 2006 Long-Term Incentive Plan for Non-Employee Directors (the "2006 Plan") which was adopted by our stockholders at the 2006 Annual Meeting of Stockholders. As a result, effective March 5, 2007 and concurrent with the amendments discussed above, our Board of Directors approved amendments to the 2006 Plan and the 2007 Plan to clarify minimum vesting and holding periods on full value awards under the two plans.

Amendment No. 1 to the 2007 Plan and Amendment No. 1 to the 2006 Plan are attached hereto as Exhibits 10.1 and 10.2, respectively, and incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to The Cooper Companies, Inc. 2007 Long-Term Incentive Plan
10.2	Amendment No. 1 to The Cooper Companies, Inc. 2006 Long-Term Incentive Plan for Non-Employee Directors

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 hereunto duly authorized.

THE COOPER COMPANIES, INC.

By /s/ Carol R. Kaufman
Carol R. Kaufman
Senior Vice President of Legal Affairs,
Secretary and Chief Administrative Officer

Dated: March 5, 2007

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to the 2007 Long-Term Incentive Plan of The Cooper Companies, Inc.
10.2	Amendment No. 2 to the 2006 Long-Term Incentive Plan for Non-Employee Directors of The Cooper Companies, Inc.

**AMENDMENT NO. 1
TO
THE COOPER COMPANIES, INC.
2007 LONG TERM INCENTIVE PLAN**

WHEREAS, The Cooper Companies, Inc. (the “Company”) has adopted the Cooper Companies, Inc. 2007 Long Term Incentive Plan (the “Plan”); and

WHEREAS, Section 11 of the Plan permits the Board of Directors of the Company to amend the Plan, subject to certain limitations; and

WHEREAS, the Board of the Company desires to amend the Plan to prohibit repricing of options and stock appreciation rights and to provide minimum vesting periods for awards other than options;

NOW, THEREFORE, the Plan is hereby amended as follows:

FIRST: By adding the following to Section 5(k) of the Plan:

“In no event may the Company buyout any Stock Option with the grant of another Stock Option, without shareholder approval.”

SECOND: By substituting the following for the second paragraph of Section 11 of the Plan:

“The Committee may amend the terms of any Stock Option or other award theretofore granted, prospectively or retroactively, but, subject to Section 3 above, no such amendment shall impair the rights of any holder without the holder’s consent. Notwithstanding any provision in this Plan to the contrary, no Stock Option or Stock Appreciation Right may be amended to reduce the price per share of the shares subject to such Stock Option or the exercise price of such Stock Appreciation Right, as applicable, below the option price or exercise price as of the date the Stock Option or Stock Appreciation Right is granted. In addition, no Stock Option or Stock Appreciation Right may be granted in exchange for or in connection with the cancellation or surrender of a Stock Option, Stock Appreciation Right or other Grant if the new Stock Option, Stock Appreciation Right or other Grant has an option or exercise price (including no exercise price) which is less than the option or exercise price of the Stock Option or Stock Appreciation Right being exchanged, cancelled or surrendered.”

THIRD: By adding the following to Section 13 of the Plan:

“(g) Notwithstanding any other provision of this Plan to the contrary, Full Value Awards shall become vested over a period of not less than three years (or, in the case of vesting based upon the attainment of Performance Criteria or other performance-based objectives, over a period of not less than one year) following the date the Grant is made; provided, that the Committee may accelerate vesting of Full Value Awards in its discretion, only upon death, disability or a change in control of the Company.”

FOURTH: The provisions of the First, Second and Third Paragraphs hereof shall be effective as if included in the original Plan as of January 1, 2007.

FIFTH: Except to the extent herein above set forth, the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the Board of Directors of the Company has caused this Amendment to the Plan to be executed by a duly authorized officer of the Company as of March 5, 2007.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman
Carol R. Kaufman
Title: Senior Vice President of Legal Affairs, Secretary and
Chief Administrative Officer

**AMENDMENT NO. 1
TO THE 2006 LONG TERM INCENTIVE PLAN FOR
NON-EMPLOYEE DIRECTORS OF THE COOPER COMPANIES, INC.**

WHEREAS, The Cooper Companies, Inc. (the "Company") has adopted the 2006 Long Term Incentive Plan for Non-Employee Directors of the Cooper Companies, Inc. (the "Plan"); and

WHEREAS, Section 11 of the Plan permits the Board of Directors of the Company to amend the Plan, subject to certain limitations; and

WHEREAS, the Board of the Company desires to amend the Plan to provide minimum vesting periods for restricted stock awards;

NOW, THEREFORE, the Plan is hereby amended as follows:

FIRST: By substituting the following for Section 6(d) of the Plan:

"(d) Removal of Restrictions. Subject to the provisions of paragraph (f) of this Section 6, restrictions imposed under subsection (c) hereof upon Restricted Stock Grants and the underlying Restricted Stock shall lapse, and the Restricted Stock underlying a particular Restricted Stock Grant shall become nonforfeitable and freely transferable as follows:

Restrictions on Restricted Stock purchased pursuant to each Annual Restricted Stock Grant or Mid-Year Restricted Stock Grant shall be removed upon the earlier to occur of the following after the date of grant: (a) the date the Average Closing Price equals or exceeds 10% over the Fair Market Value of the Stock on the date of grant; provided, that if such event occurs prior to the first anniversary of the date of grant, that such restrictions shall not be removed until the first anniversary of the date of grant, or (b) five years."

SECOND: The provisions of the First Paragraph hereof shall be effective March 5, 2007.

THIRD: Except to the extent herein above set forth, the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the Board of Directors of the Company has caused this Amendment to the Plan to be executed by a duly authorized officer of the Company as of March 5, 2007.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman
Carol R. Kaufman
Title: Senior Vice President of Legal Affairs, Secretary and
Chief Administrative Officer