SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): February 25, 1998

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	1-8597	94-2657368
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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

(510) 460-3600
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

On February 25, 1998, The Cooper Companies, Inc. (the "Company") issued a press release announcing its first quarter fiscal year 1998 financial results. This release is filed as an exhibit hereto and is incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit No.	Description
99.1	Press Release dated February 25, 1998 of The Cooper Companies, Inc.

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/ Stephen C. Whiteford

Stephen C. Whiteford
Vice President and
Corporate Controller
(Principal Accounting Officer)

Dated: February 25, 1998

EXHIBIT INDEX

Exhibit No.	Description	Sequentially Numbered Page
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[COOPER COMPANIES LETTERHEAD]

NEWS RELEASE

The Cooper Companies, Inc.
10 Faraday
Irvine, CA 92618
(714) 597-4700
(888) 822-2660
(714) 597-0662-Fax

CONTACT:

Norris Battin
The Cooper Companies, Inc.
(714) 597-4700 or (888) 822-2660
(714) 673-4299 (Home)
E-mail: nbattin@usa.net

FOR IMMEDIATE RELEASE

COOPER COMPANIES ANNOUNCES FIRST QUARTER RESULTS

Earnings Per Share Before Net Tax Benefit Up 50% to 36 Cents on 51% Revenue Gain
CooperVision and CooperSurgical Expand Product Lines

IRVINE, Calif., February 25, 1998 -- The Cooper Companies, Inc. (NYSE/PCX: COO) today reported results for its first fiscal quarter ended January 31, 1998.

Revenue, at $42.8 million, was 51% above the first quarter of 1997. Income from operations was $5.9 million, up 44%. Diluted earnings per share were 39 cents compared with 28 cents in the first quarter of 1997. Before net tax benefits of 3 cents per share, diluted earnings per share increased 50% to 36 cents from 24 cents before 4 cents per share in net tax benefits in 1997's first quarter. Per share amounts for 1997 have been restated to reflect the required adoption in the first quarter of fiscal 1998 of Statement of Financial Accounting Standards No. 128, "Earnings per Share."

Commenting on operating results, A. Thomas Bender, president and chief executive officer, said, "The first quarter's results showed strong revenue performance in all three of our businesses with CooperVision's 87% increase reflecting our acquisition of Aspect Vision and continued strong growth in our U. S. planned replacement contact lens business. HGA's revenue growth exceeded expectations, despite lower Medicare reimbursement rates that hurt margins. I'm also pleased with the new product development at CooperVision and CooperSurgical. The addition of several new products will further accelerate our performance during the year and in the future.

"Although we had exceptional operating income growth of 44%, it did not match our 51% revenue growth for two principal reasons. First, the level of lower margin Aspect Vision sales in CooperVision's overall sales mix was somewhat greater than expected. Second, HGA felt the impact of government mandated Medicare rate reductions under the Tax Equity and Financial Responsibility Act of 1982 (TEFRA) and Hampton Hospital, HGA's main source of Medicare revenue, had greater than anticipated Medicare volume. Going forward, we

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expect HGA's operating income to grow in line with revenue as management increases the efficiency of medical service integration during psychiatric hospitalization and our higher margin management services business begins to gain a larger share of HGA's total revenue."

Business Unit Results

P&L OPERATING HIGHLIGHTS BY BUSINESS UNIT
Quarter Ended January 31,
($'s in millions)

	Revenue			Operating Income				
	1998	1997	% Inc.	1998	1997	% Inc.	%Revenue 1998	%Revenue 1997
CVI	$22.9	$12.2	87%	$5.9	$4.4	35%	26%	36%
CSI	6.5	4.8	36%	0.8	0.4	85%	12%	9%
HGA	13.4	11.4	19%	0.7	0.6	11%	5%	5%
Subtotal	42.8	28.4	51%	7.4	5.4	36%	17%	19%
HQ expense				(1.5)	(1.3)	n/a		
TOTAL	$42.8	$28.4	51%	$5.9	$4.1	44%	14%	14%

CooperVision

CVI sales grew 87% over the first quarter of 1997 and include $6.1 million from Aspect Vision, the British contact lens manufacturer that the Company acquired last December. Without Aspect, CVI sales grew 37%. Aspect's earnings were not accretive during the first quarter but are expected to add to earnings during the remainder of the year.

CVI's planned replacement/disposable lenses, including Aspect's products, now represent 52% of its total lens business and grew more than 50% during the quarter on a worldwide basis. Planned replacement is the fastest growing segment of the worldwide contact lens market.

CVI introduced two new products in the United States at the end of the quarter:

Alliance Toric, a high quality, custom manufactured, deposit resistant lens

Frequency 55, CVI's first entry into the semimonthly/monthly planned replacement spherical lens segment, the largest segment of the domestic contact lens market. Frequency 55 was developed by Aspect Vision and represents an improvement in patient comfort due to its superior edge design.

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Later this spring CVI plans to introduce the Frequency 55 toric line of frequent replacement lenses designed for semimonthly or monthly disposability. CVI believes that it will be the first company to achieve national distribution with this modality.

CVI also announced that it has received ISO 9001 and CE mark approval for its manufacturing facilities ahead of the June 1998 deadline required for sales of its products in Common Market countries.

CooperSurgical

CooperSurgical sales grew 36% over last year's first quarter as sales from internally developed new products and from the acquisitions of Unimar and Marlow Surgical Technologies continued strong.

Recently, CSI has made significant progress with its new product portfolio announcing:

Clearance from the U. S. Food and Drug Administration to market its Cerveillance Scope, the first in a planned series of products using digital imaging and proprietary software to provide enhanced visualization and documentation in examinations of the cervix. The Cerveillance Scope is a fully integrated compact colposcope, an optical device used to examine the vagina and the cervix. It refines image capture, enhancement and analysis allowing measurement of lesion size and documentation of cervical changes over time.

An agreement to purchase for $10 million a 10% equity position in Litmus Concepts, Inc. (LCI) and the exclusive North American license rights for the women's healthcare professional market to four novel, patented diagnostic tests that comprise the FemExam(R) Vaginal Fluid TestCard(TM) System. These tests, designed for use primarily in the physician's office, rapidly and economically screen and diagnose common vaginal infections such as bacterial vaginosis, yeast and trichomonasis. They are designed to replace current testing practices that are difficult, costly and inconvenient to perform. The potential U. S. market for vaginitis tests is estimated at 125 million annually. CSI expects that, over the next three to five years, these products will add a cumulative total of between $30 and $50 million to its revenue.

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In addition, CSI has recently introduced two new products that further its strategy to consolidate, integrate and build critical mass in the women's healthcare market:

Hyskon (32% dextran 70), a clear, viscous solution currently used to distend the uterus during diagnostic and surgical procedures, was acquired for cash and added to the CSI product line. CSI expects Hyskon to add approximately $1.5 million to CSI's annual revenue and be accretive to earnings in its first twelve months. Hyskon can be used safely at low pressures for longer periods of time and with greater visual clarity than competitive media can.

The CooperSurgical Infrared Coagulator, a device that creates infrared energy for contact coagulation of condylomas, received FDA clearance. Infrared coagulation is a simple, safe, rapid and exact technique that causes no scaring. It can be used on an outpatient basis without special training of physicians or nurses. CSI expects this device to add approximately $3.0 to $5 million in cumulative revenue over the next three to five years.

These new CSI products will be featured at the meeting of the American College of Obstetricians and Gynecologists in May.

Hospital Group of America

HOSPITAL GROUP OF AMERICA
SELECTED STATISTICAL INFORMATION

	Three months ended January 31,(1)		
	1998	1997	% Chg
Licensed inpatient beds	319(2)	269	19%
Inpatient admissions	1,733	1,454	19%
Total inpatient days	21,519	16,445	31%
Average length of stay (days)	11.7	11.2	4%
Total outpatient visits	14,526	12,109	20%

(1) Data is for HGA owned hospitals only

(2) The Midwest Center for Youth and Families opened in April 1997 adding 50 beds

HGA revenue grew 19% over last year's first quarter reflecting a 19% increase in inpatient admissions, a 20% rise in outpatient visits and a stabilized length of stay compared with last year's first quarter. Operating income growth, however, was held to 11% compared with last year's first quarter as greater than anticipated incremental Medicare inpatient volume met with reduced reimbursement under TEFRA, which established a cap on the TEFRA target amount per Medicare discharge. Hampton Hospital, which receives the majority of HGA's Medicare reimbursement, felt the greatest impact from these lower rates during the quarter.

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HGA's Management Service Division now has eight agreements to manage psychiatric programs in acute care hospitals around the country. Recently, agreements were signed with the Orange County Community Hospital in California and with two hospitals in the Columbia HCA system in the Chicago area.

Forward-Looking Statements

Statements in this press release that are not based on historical fact may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements use forward-looking terminology such as "may", "will", "expect", "estimate", "anticipate", "continue" or similar terms.

Actual results could differ materially from those contained in the forward-looking statements due to: major changes in business conditions and the economy in general, loss of key members of senior management, prolonged disruption in the operations of the Company's manufacturing facilities or hospitals, inroads by new competitors or technologies, costs to integrate acquisitions, potential foreign exchange exposure, decisions to invest in research and development and other start-up projects, dilution to earnings per share associated with acquisitions or stock issuances, regulatory issues, unexpected changes in reimbursement rates and payor mix, environmental clean-up costs above those already accrued, litigation, decisions to divest businesses and factors listed from time to time in the Company's SEC reports, including the section entitled "Business" in the Company's Annual Report on Form 10-K for the year ended October 31, 1997.

The Cooper Companies, Inc. and its subsidiaries develop, manufacture and market specialty healthcare products and services. Corporate offices are located in Irvine and Pleasanton, Calif. CooperVision, Inc., headquartered in Irvine, Calif., with manufacturing facilities in Huntington Beach, Calif., Rochester, N.Y., Toronto, Canada and Southampton, England, markets a broad range of contact lenses for the vision care market. CooperSurgical, Inc., headquartered in Shelton, Conn., markets diagnostic and surgical instruments, equipment and accessories for the gynecological market. Hospital Group of America, Inc. provides psychiatric services through facilities in Delaware, Illinois, Indiana and New Jersey and satellite locations.

NOTE: A toll free interactive telephone system at 1-800-334-1986 provides stock quotes, recent press releases and financial data. The Company's website address is www.coopercos.com.

Alliance, Frequency, Hyskon, RUMI, Cerveillance System and Cerveillance Scope are trademarks of The Cooper Companies, Inc., its subsidiaries or affiliates.

[FINANCIALS FOLLOW]

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THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Income
(In thousands, except per share figures)
(Unaudited)

	Three Months Ended January 31, 1998	Three Months Ended January 31, 1997
Net sales of products	$ 29,384	$ 17,027
Net service revenue	13,454	11,349
Net operating revenue	42,838	28,376
Cost of products sold	11,277	5,031
Cost of services provided	12,770	10,682
Selling, general and administrative expense	11,661	7,946
Research and development expense	456	324
Amortization of intangibles	763	288
Income from operations	5,911	4,105
Interest expense	1,150	1,229
Other income, net	795	20
Income before income taxes	5,556	2,896
(Benefit of) income taxes	(437)	(414)
Net income	$ 5,993	$ 3,310
Earnings per share:		
Basic	$ 0.40	$ 0.28*
Diluted	$ 0.39	$ 0.28*
Number of shares used to compute earnings per share:		
Basic	14,808	11,676*
Diluted	15,354	11,920*
Memo diluted earnings per share data:		
Income before income taxes	$ 0.36	$ 0.24

* Restated to reflect per share amounts in accordance with Statement of Financial Accounting Standards No. 128, "Earnings per Share," adopted by the Company in the first quarter of fiscal 1998.

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

	January 31, 1998	October 31, 1997
ASSETS		
Current assets:		
Cash and cash equivalents	$ 8,757	$ 18,249
Trade receivables, net	38,084	27,469
Inventories	26,200	15,096
Other current assets	10,140	7,755
Total current assets	83,181	68,569
Property, plant and equipment, net	52,726	39,523
Intangibles, net	85,543	36,698
Other assets	30,165	30,508
	$ 251,615	$ 175,298
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	$ 3,831	$ 447
Other current liabilities	39,526	33,170
Total current liabilities	43,357	33,617
Long-term debt	64,837	9,125
Other liabilities	24,641	21,023
Total liabilities	132,835	63,765
Stockholders' equity	118,780	111,533
	$ 251,615	$ 175,298

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