

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

Under
The Securities Act of 1933

The Cooper Companies, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

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

94-2657368
(I.R.S. Employer
Identification Number)

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

THE COOPER COMPANIES, INC.
1996 LONG TERM INCENTIVE PLAN FOR NON-EMPLOYEE DIRECTORS
(Full title of the Plan)

CAROL R. KAUFMAN
Vice President of Legal Affairs, Secretary and
Chief Administrative Officer
THE COOPER COMPANIES, INC.
6140 Stoneridge Mall Road, Suite 590
Pleasanton, CA 94588
(925) 460-3600
(Name, address and telephone number, including area code, of agent for service)

Copies to:

LAURA GABRIEL, ESQ.
DEBORAH BRIONES, ESQ.
LATHAM & WATKINS
505 Montgomery Street, Suite 1900
San Francisco, CA 94111
(415) 391-0600

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock \$.10 par value	445,000	\$57.30	\$25,498,500	\$2345.86
Preferred Stock Purchase Rights	445,000	(3)	(3)	(3)

- This registration statement shall also cover any additional shares of common stock which become issuable under The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors by reason of any stock dividend, stock split, recapitalization or similar transaction effected without The Cooper Companies, Inc.'s receipt of consideration which would increase the number of outstanding shares of common stock, including the 100 percent stock dividend payable on November 22, 2002 to stockholders of record on November 14, 2002.
- Estimated for the purpose of calculating the registration fee pursuant to Rule 457(h) (the average (\$57.30) of the high (\$58.35) and low (\$56.25) prices for The Cooper Companies, Inc.'s common stock quoted on the New York Stock Exchange, Inc. on November 19, 2002).
- Attached to and trading with each share of common stock is one right to purchase 1/100 of a share of Series A Junior Participating Preferred Stock. Value attributable to such preferred stock purchase rights, if any, is reflected in the market price of the common stock.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

REGISTRATION OF ADDITIONAL SECURITIES

By a registration statement on Form S-8 filed with the Securities and Exchange Commission on August 28, 1996, Registration File No. 333-10997, The Cooper Companies, Inc., a Delaware corporation, previously registered 215,000 shares of common stock, par value \$.10 per share, reserved for issuance from time to time in connection with The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, as amended. The plan has been amended by amendment number four dated October 24, 2000 to increase the number of shares issuable under the plan by 45,000 shares to 260,000 shares, and by amendment number five dated October 24, 2001 to increase the number of shares issuable under the plan by 400,000 shares to 660,000 shares. Under this registration statement, we are registering the additional 445,000 shares of the common stock issuable under the plan. The contents of the registration statement no. 333-10997 are incorporated by reference herein.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Securities and Exchange Commission by The Cooper Companies, Inc. are incorporated by reference in this registration statement:

- (a) Our Annual Report on Form 10-K for the fiscal year ended October 31, 2001;
- (b) The portions of our Annual Report to Stockholders for the fiscal year ended October 31, 2001 that were incorporated by reference into our October 31, 2001 Form 10-K;
- (c) The portions of the Proxy Statement for our March 26, 2002 Annual Meeting of stockholders that were incorporated by reference into our October 31, 2001 Form 10-K;
- (d) Our Quarterly Reports on Form 10-Q for the periods ended January 31, 2002, April 30, 2002 and July 31, 2002;
- (e) Our Current Reports on Form 8-K filed on November 15, 2001, December 12, 2001, January 22, 2002, March 13, 2002, April 3, 2002, April 17, 2002, April 29, 2002, May 9, 2002, May 22, 2002, June 11, 2002, September 5, 2002, October 3, 2002, October 8, 2002, and November 6, 2002;
- (f) The description of our Common Stock contained in our registration statement on Form 8-A filed October 28, 1983; and
- (g) The description of the preferred stock purchase rights contained in our registration statement on Form 8-A filed November 3, 1997.

All documents filed by us pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this registration statement, and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration

statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statements. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

ITEM 8. EXHIBITS

- 4.1 Restated Certificate of Incorporation, as partially amended, incorporated by reference to Exhibit 4(a) to The Cooper Companies, Inc.'s registration statement on Form S-3 (No. 33-17330) and Exhibits 19(a) and 19(c) to our Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 1988.
- 4.2 Certificate of Amendment of Restated Certificate of Incorporation dated September 21, 1995, incorporated by reference to Exhibit 3.2 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1995.
- 4.3 Certificate of Amendment of Certificate of Incorporation dated May 24, 2000, incorporated by reference to Exhibit 3.4 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2000.
- 4.4 Certificate of Elimination of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc. filed with the Delaware Secretary of State on October 30, 1997, incorporated by reference to Exhibit 4.1 on Form 10-K for fiscal year ended October 31, 1997.
- 4.5 Certificate of Designations of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc., incorporated by reference to Exhibit 4.0 to our Current Report on Form 8-K dated October 29, 1997.
- 4.6 Amended and Restated By-Laws of The Cooper Companies, Inc. dated December 16, 1999, incorporated by reference to Exhibit 3.3 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1999.
- 4.7 Rights Agreement, dated as of October 29, 1997, between The Cooper Companies, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.0 to The Cooper Companies, Inc.'s Current Report on Form 8-K dated October 29, 1997.
- 4.8 Amendment No. 1 to Rights Agreement dated September 26, 1998, incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K dated September 25, 1998.
- 4.9 The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, incorporated by reference to Appendix A to our Proxy Statement for our 1996 Annual Meeting of stockholders.
- 4.10 Amendment No. 1 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 10, 1996, incorporated by reference to Exhibit 10.14 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1996.
- 4.11 Amendment No. 2 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 29, 1997, incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1997.

- 4.12 Amendment No. 3 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 29, 1999, incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2001.
- 4.13 Amendment No. 4 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 24, 2000, incorporated by reference to Exhibit 10.16 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2001.
- 4.14 Amendment No. 5 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 24, 2001, incorporated by reference to Exhibit 10.17 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2001.
- 4.15 Amendment No. 6 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated November 4, 2002.
- 5.1 Opinion of Latham & Watkins.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Latham & Watkins (included in Exhibit 5.1).
- 24.1 Power of Attorney (included in the signature page to this registration statement).

/s/ STEPHEN C. WHITEFORD

Vice President and Corporate Controller (Principal Accounting Officer)

(Stephen C. Whiteford)

/s/ ALLAN E. RUBENSTEIN, M.D.

Vice Chairman of the Board of Directors

(Allan E. Rubenstein, M.D.)

(Michael H. Kalkstein)

Director

/s/ Moses Marx

Director

(Moses Marx)

/s/ DONALD PRESS

Director

(Donald Press)

/s/ STEVEN ROSENBERG

Director

(Steven Rosenberg)

/s/ STANLEY ZINBERG, M.D.

Director

(Stanley Zinberg, M.D.)

THE COOPER COMPANIES, INC.

EXHIBIT INDEX

Description of Exhibit

- 4.1 Restated Certificate of Incorporation, as partially amended, incorporated by reference to Exhibit 4(a) to The Cooper Companies, Inc.'s registration statement on Form S-3 (No. 33-17330) and Exhibits 19(a) and 19(c) to our Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 1988.
- 4.2 Certificate of Amendment of Restated Certificate of Incorporation dated September 21, 1995, incorporated by reference to Exhibit 3.2 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1995.
- 4.3 Certificate of Amendment of Certificate of Incorporation dated May 24, 2000, incorporated by reference to Exhibit 3.4 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2000.
- 4.4 Certificate of Elimination of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc. filed with the Delaware Secretary of State on October 30, 1997, incorporated by reference to Exhibit 4.1 on Form 10-K for fiscal year ended October 31, 1997.
- 4.5 Certificate of Designations of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc., incorporated by reference to Exhibit 4.0 to our Current Report on Form 8-K dated October 29, 1997.
- 4.6 Amended and Restated By-Laws of The Cooper Companies, Inc. dated December 16, 1999, incorporated by reference to Exhibit 3.3 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1999.
- 4.7 Rights Agreement, dated as of October 29, 1997, between The Cooper Companies, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.0 to The Cooper Companies, Inc.'s Current Report on Form 8-K dated October 29, 1997.
- 4.8 Amendment No. 1 to Rights Agreement dated September 26, 1998, incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K dated September 25, 1998.
- 4.9 The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, incorporated by reference to Appendix A to our Proxy Statement for our 1996 Annual Meeting of stockholders.
- 4.10 Amendment No. 1 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 10, 1996, incorporated by reference to Exhibit 10.14 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1996.
- 4.11 Amendment No. 2 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 29, 1997, incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1997.

Description of Exhibit

- 4.12 Amendment No. 3 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 29, 1999, incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2001.
- 4.13 Amendment No. 4 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 24, 2000, incorporated by reference to Exhibit 10.16 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2001.
- 4.14 Amendment No. 5 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated October 24, 2001, incorporated by reference to Exhibit 10.17 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2001.
- 4.15 Amendment No. 6 to The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors, dated November 4, 2002.
- 5.1 Opinion of Latham & Watkins.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Latham & Watkins (included in Exhibit 5.1).
- 24.1 Power of Attorney (included in the signature page to this registration statement).

**AMENDMENT NO. 6 TO
THE 1996 LONG TERM INCENTIVE PLAN FOR NON-EMPLOYEE
DIRECTORS OF THE COOPER COMPANIES, INC.**

WHEREAS, The Cooper Companies, Inc. (the "Company") has adopted The 1996 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 Directors of the Company desires to amend the Plan in certain respects;

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

FIRST: The first and second sentences in Paragraph (a) of Section 6 of the Plan are hereby amended by deleting the sentences in their entirety and inserting the following in their stead:

Each Annual Restricted Stock Grant presented to a Non-Employee Director shall entitle the recipient to purchase 500 shares of Restricted Stock.

In the case of a Non-Employee Director who joins the Board after Annual Restricted Stock Grants have been made for a given fiscal year, such new Non-Employee Director shall be entitled to purchase 500 shares of Restricted Stock, multiplied by a fraction, the numerator of which shall be the number of months during the fiscal year that such person will serve as a Non-Employee Director (which shall include as a full month the month that service commences) and the denominator of which shall be 12 (a "Mid-Year Restricted Stock Grant").

SECOND: The third sentence of Paragraph (a) of Section 6 is hereby deleted in its entirety.

THIRD: The fourth sentence of Paragraph (a) of Section 6 is hereby deleted in its entirety.

FOURTH: The second sentence of Paragraph (d) of Section 6 is hereby amended by deleting the sentence in its entirety and inserting the following in its stead:

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 (a) the Average Closing Price after the Annual Restricted Stock Grant has been made appreciating a minimum of 10% over the Fair Market Value of the stock on the date of grant, and, in the case of a Mid-Year Restricted Stock Grant, the Average Closing Price

after the Mid-Year Restricted Stock Grant has been made appreciating a minimum of 10% over the Fair Market Value of the stock on date of grant, or (b) the passage of five years from the date of grant of a particular Annual Restricted Stock Grant or Mid-Year Restricted Stock Grant.

FIFTH: The provisions of Paragraphs First through Sixth hereof shall be effective as of November 4, 2002.

SIXTH: 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 No. 6 to the Plan to be executed by a duly authorized officer of the Company as of November 4, 2002.

THE COOPER COMPANIES, INC.

By: /s/ CAROL R. KAUFMAN

Title: Vice President of Legal Affairs

[Latham & Watkins Letterhead]

November 21, 2002

The Cooper Companies, Inc.
6140 Stoneridge Mall Road, Suite 590
Pleasanton, California 94588

Re: Registration Statement on Form S-8;
445,000 additional shares of Common Stock, par value \$.10 per share

Ladies and Gentlemen:

In connection with the registration of 445,000 additional shares of common stock of The Cooper Companies, Inc. (the "Company"), par value \$.10 per share, (the "Shares") issuable under The Cooper Companies, Inc. 1996 Long Term Incentive Plan for Non-Employee Directors (the "Plan") and 445,000 rights (the "Rights") to acquire an aggregate of 4,450 shares of the Company's Series A Junior Participating Preferred Stock attached to the Shares, under the Securities Act of 1933, as amended (the "Act"), on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on November 21, 2002 (the "Registration Statement"), you have requested our opinion with respect to the matters set forth below.

In our capacity as your special counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares, and for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed. In addition, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and instruments, as we have deemed necessary or appropriate for purposes of this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing, it is our opinion that, as of the date hereof:

1. Assuming that the Shares consist solely of treasury shares, the Shares have been duly authorized, and upon issuance, delivery and payment therefor in the manner contemplated by the Plan, and assuming the Company completes all actions and proceedings required on its part to be taken prior to the issuance and delivery of the Shares pursuant to the terms of the Plan, including, without limitation, collection of required payment for the Shares, the Shares will be validly issued, fully paid and non-assessable.

2. The Rights have been duly authorized for issuance and, assuming the Shares bear the legend required by the Rights Agreement dated as of October 29, 1997 between the Company and American Stock Transfer & Trust Company, the Rights will be validly issued.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ LATHAM & WATKINS

Consent of Independent Auditors

The Board of Directors
The Cooper Companies, Inc.:

We consent to the use of our reports incorporated herein by reference.

/s/ KPMG LLP
San Francisco, California
November 20, 2002