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 April 30, 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	31,119,498 Shares
Class	Outstanding at May 31, 2003

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

INDEX

	Page No.
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements	
Consolidated Condensed Statements of Income - Three and Six Months Ended April 30, 2003 and 2002	3
Consolidated Condensed Balance Sheets - April 30, 2003 and October 31, 2002	4
Consolidated Condensed Statements of Cash Flows - Six Months Ended April 30, 2003 and 2002	5
Consolidated Condensed Statements of Comprehensive Income - Three and Six Months Ended April 30, 2003 and 2002	6
Notes to Consolidated Condensed Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	15
Item 3. Quantitative and Qualitative Disclosure About Market Risk	29
Item 4. Controls and Procedures	29
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	30
Item 4. Submission of Matters to a Vote of Security Holders	30
Item 6. Exhibits and Reports on Form 8-K	31
Signature	32
Certifications	33
Index of Exhibits	35

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements
THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Income
(In thousands, except for per share amounts)
(Unaudited)

	Three Months Ended April 30,		Six Months Ended April 30,	
	2003	2002	2003	2002
Net sales	$96,368	$71,910	$190,382	$130,022
Cost of sales	33,948	27,746	68,595	48,373
Gross profit	62,420	44,164	121,787	81,649
Selling, general and administrative expense	39,590	28,171	77,467	51,384
Research and development expense	1,279	918	2,594	1,775
Amortization of intangibles	399	392	755	700
Operating income	21,152	14,683	40,971	27,790
Interest expense	1,688	1,441	3,512	2,334
Other income (expense), net	818	(18)	1,296	1,018
Income before income taxes	20,282	13,224	38,755	26,474
Provision for income taxes	5,071	3,306	9,689	7,151
Net income	$15,211	$ 9,918	$ 29,066	$ 19,323
Earnings per share:				
Basic	$ 0.49	$ 0.33	$ 0.94	$ 0.63
Diluted	$ 0.48	$ 0.32	$ 0.92	$ 0.62
Number of shares used to compute earnings per share:				
Basic	31,003	30,487	30,953	30,452
Diluted	31,789	31,128	31,696	31,095

See accompanying notes.

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

	April 30, 2003	October 31, 2002
	(In thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 11,895	$ 10,255
Trade receivables, net	76,792	74,545
Marketable securities	4,469	2,750
Inventories	81,977	76,279
Deferred tax asset	16,426	17,781
Other current assets	19,004	17,300
Total current assets	210,563	198,910
Property, plant and equipment, net	98,270	87,944
Goodwill, net	251,741	238,966
Other intangible assets, net	14,337	14,651
Deferred tax asset	21,055	26,806
Other assets	4,199	3,838
	$600,165	$571,115
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	$ 20,636	$ 36,333
Accounts payable	15,481	15,212
Accrued acquisition costs	17,631	24,773
Accrued income taxes	10,592	12,261
Other current liabilities	39,307	38,102
Total current liabilities	103,647	126,681
Long-term debt	141,942	127,318
Other liabilities	1,432	5,674
Total liabilities	247,021	259,673
Stockholders' equity:		
Common stock, $.10 par value	3,171	3,153
Additional paid-in capital	288,695	285,619
Accumulated other comprehensive income (loss)	5,833	(4,396)
Retained earnings	65,375	37,236
Unearned compensation	(172)	(78)
Treasury stock at cost	(9,758)	(10,092)
Total stockholders' equity	353,144	311,442
	$600,165	$571,115

See accompanying notes.

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

	Six Months Ended April 30, 2003	Six Months Ended April 30, 2002
Cash flows from operating activities:		
Net income	$ 29,066	$ 19,323
Depreciation and amortization	5,948	5,145
Net (increase) decrease in operating capital	(9,069)	5,166
Net decrease in non-current assets	5,684	508
Net decrease in non-current liabilities	(2,742)	(5,258)
Increase (decrease) in other	1,256	(202)
Net cash provided by operating activities	30,143	24,682
Cash flows from investing activities:		
Purchases of property, plant and equipment	(13,406)	(11,992)
Acquisitions of businesses	(38,525)	(45,373)
Sale of marketable securities	--	4,057
Other	(20)	(37)
Net cash used by investing activities	(51,951)	(53,345)
Cash flows from financing activities:		
Net repayments of short-term debt	(2,579)	(915)
Repayments of long-term debt	(44,527)	(13,765)
Proceeds from long-term debt	67,700	46,477
Dividends on common stock	(927)	(761)
Exercises of stock options	3,340	1,976
Other	(85)	47
Net cash provided by financing activities	22,922	33,059
Effect of exchange rate changes on cash and cash equivalents	526	(291)
Net increase in cash and cash equivalents	1,640	4,105
Cash and cash equivalents - beginning of period	10,255	12,928
Cash and cash equivalents - end of period	$ 11,895	$ 17,033

See accompanying notes.

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

	Three Months Ended April 30,		Six Months Ended April 30,	
	2003	2002	2003	2002
Net income	$15,211	$ 9,918	$29,066	$19,323
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	1,379	2,361	9,052	(28)
Change in value of derivative instruments	31	383	59	410
Unrealized gain (loss) on marketable securities:				
Gain (loss) arising during period	940	(373)	1,118	64
Reclassification adjustment	--	(53)	--	(738)
Unrealized gain (loss) on marketable securities	940	(426)	1,118	(674)
Other comprehensive income (loss), net of tax	2,350	2,318	10,229	(292)
Comprehensive income	$17,561	$12,236	$39,295	$19,031

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Notes to Consolidated Condensed Financial Statements
(Unaudited)

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 eyes' natural color, multifocal lenses designed to correct presbyopia, an age-related vision defect, and lenses for patients with dry eyes. Its leading products are disposable and 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 period's presentation. Current results are not 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 as of April 30, 2003 and October 31, 2002, the consolidated results of its operations for the three and six months ended April 30, 2003 and 2002, and its cash flows for the six months ended April 30, 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

	April 30, 2003	October 31, 2002
	(In thousands)	
Raw materials	$15,489	$13,176
Work-in-process	16,197	14,067
Finished goods	50,291	49,036
	$81,977	$76,279

Note 3. New Accounting Pronouncements

In November 2002, 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 Company has completed a compliance review and has determined that its implementation of FIN 45 will have no material impact on its financial statements.

Note 4. Accrued Acquisition Costs

When we record acquisitions, we accrue for the estimated costs of severance, legal, consulting, due diligence, plant/office closure and deferred acquisition payments. The table below presents the opening balance of accrued acquisition costs at October 31, 2002, activity recorded in the first six months of fiscal 2003 and the closing balance at April 30, 2003.

Description	Opening Balance	Additions	Payments	Closing Balance
	(In thousands)			
Severance	$ 8,965	$ --	$ (3,215)	$ 5,750
Legal and consulting	3,542	223	(1,774)	1,991
Plant shutdown	7,807	449	(1,155)	7,101
Hold back due	4,333	1,650	(4,613)	1,370
Pre-acquisition liabilities	--	1,959	(688)	1,271
Other	126	160	(138)	148
	$24,773	$4,441	$(11,583)	$17,631

Note 5. Intangible Assets

	As of April 30, 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	$ 157	$ 578	$ 144
Patents	12,812	4,644	12,711	4,289
License and distribution rights	6,654	1,844	6,654	1,602
Other	1,030	92	778	35
	$21,074	$6,737	$20,721	$6,070

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

Goodwill	(In thousands)
Balance as of November 1, 2002	$238,966
Goodwill on acquisitions and acquisition adjustments	9,020
Other adjustments*	3,755
	$251,741

* Primarily translation differences in goodwill denominated in foreign currency.

Note 6. Debt

	April 30, 2003	October 31, 2002
	(In thousands)	
Short-term:		
Notes payable to banks	$ --	$ 2,519
Current portion of long-term debt	20,636	33,814
	$ 20,636	$ 36,333
Long-term:		
KeyBank line of credit	$156,968	$132,310
County of Monroe Industrial Development Agency bond	1,785	1,899
Capitalized leases	3,518	4,471
Promissory notes - Aspect	--	22,291
Other	307	161
	162,578	161,132
Less current portion	20,636	33,814
	$141,942	$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 April 30, 2003, we had $64.7 million available under the KeyBank line of credit.

(In millions)	
Amount of line	$ 225.0
Outstanding loans	(160.3)*
Available	$ 64.7

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

Note 7. Earnings Per Share ("EPS")

(In thousands, except for EPS)

	Three Months Ended April 30,		Six Months Ended April 30,	
	2003	2002	2003	2002
Net income	$15,211	$ 9,918	$29,066	$19,323
Basic:				
Weighted average common shares	31,003	30,487	30,953	30,452
Basic EPS	$ 0.49	$ 0.33	$ 0.94	$ 0.63
Diluted:				
Basic weighted average common shares	31,003	30,487	30,953	30,452
Add dilutive securities:				
Stock options	786	641	743	643
Denominator for diluted EPS	31,789	31,128	31,696	31,095
Diluted EPS	$ 0.48	$ 0.32	$ 0.92	$ 0.62

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 April 30,		Six Months Ended April 30,	
	2003	2002	2003	2002
Number of shares excluded	374,000	1,055,500	374,000	1,055,500
Range of exercise prices	$29.50-$31.11	$23.93-$31.11	$29.50-$31.11	$23.93-$31.11

Note 8. Income Taxes

Cooper's effective tax rate ("ETR") (provision for income taxes divided by pretax income) was 25% for the quarter and the six-month period ended April 30, 2003. We adjusted the 2002 six-month period ETR to 27% from the prior quarter's 29%, resulting in an ETR of 25% for the three-months ended April 30, 2002. This adjustment reflected the favorable effects of the acquisition of Biocompatibles International plc. at the end of February 2002, which resulted in increased international operations.

Note 9. 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. Accordingly, no compensation cost has been recognized for its employee 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 April 30,		Six Months Ended April 30,	
	2003	2002	2003	2002
	(In thousands)			
Net income, as reported	$15,211	$9,918	$29,066	$19,323
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards granted since February 1, 1995, net of related tax effects	(3,861)	(950)	(6,506)	(1,860)
Pro forma net income	11,350	8,968	22,560	17,463
Basic earnings per share:				
As reported	0.49	0.33	0.94	0.63
Pro forma	0.37	0.29	0.73	0.57
Diluted earnings per share:				
As reported	0.48	0.32	0.92	0.62
Pro forma	0.36	0.29	0.72	0.57
Effective tax rate used to determine pro forma net income	25%	25%	25%	25%

Note 10. Cash Dividends

We paid a semiannual dividend of 3 cents per share on January 6, 2003 to stockholders of record on December 16, 2002.

On May 16, 2003, we declared a semiannual dividend of 3 cents per share, payable on July 3, 2003 to stockholders of record on June 13, 2003.

Note 11. 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 (in thousands):

	Three Months Ended April 30,		Six Months Ended April 30,	
	2003	2002	2003	2002
Sales to external customers:				
CVI	$78,045	$56,108	$150,865	$ 98,247
CSI	18,323	15,802	39,517	31,775
	$96,368	$71,910	$190,382	$130,022
Operating income:				
CVI	$20,141	$12,313	$ 38,520	$ 23,632
CSI	4,011	4,053	7,843	7,586
Corporate	(3,000)	(1,683)	(5,392)	(3,428)
Total operating income	21,152	14,683	40,971	27,790
Interest expense	(1,688)	(1,441)	(3,512)	(2,334)
Other income (expense), net	818	(18)	1,296	1,018
Income before income taxes	$20,282	$13,224	$ 38,755	$ 26,474

	April 30, 2003	October 31, 2002
Identifiable assets:		
CVI	$431,469	$401,421
CSI	115,718	111,998
Corporate	52,978	57,696
Total	$600,165	$571,115
Goodwill:		
CVI	$181,294	$170,843
CSI	70,447	68,123
Total	$251,741	$238,966

Geographic information (in thousands):

	Three Months Ended April 30,		Six Months Ended April 30,	
	2003	2002	2003	2002
Sales to external customers by country of domicile:				
United States	$58,509	$46,920	$115,722	$ 88,878
Europe	28,226	20,780	56,450	33,178
Rest of world	9,633	4,210	18,210	7,966
Total	$96,368	$71,910	$190,382	$130,022

	April 30, 2003	October 31, 2002
Long-lived assets by country of domicile:		
United States	$166,146	$158,477
Europe	192,248	180,585
Rest of world	5,954	2,499
Total	$364,348	$341,561

Note 12. Subsequent Events

Prism Acquisition: On May 5, 2003, Cooper completed the acquisition of Prism Enterprises, LP. Prism develops, manufactures and sells medical devices and other disposable products for the obstetric, neonatal and gynecological markets.

Cooper paid about $23 million for Prism, which had annual revenue of $8.7 million. Prism products help physicians treat women and infants in labor and delivery, neonatal and gynecological settings. Its product line includes a variety of vacuum assisted delivery birthing system pumps and cups, neonatal heel warmers, exothermic heat packs, gynecological catheters and other disposable obstetric products.

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.

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 expected liabilities.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

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 of this report.

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 to 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, regulatory issues, 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, changes in accounting principles or estimates, and other factors 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 second quarter and six 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 23 under "Capital Resources and Liquidity."

Second Quarter Highlights vs. 2002's Second Quarter:

- Sales up 34% to $96.4 million
- Gross profit up 41%; margin up 4 percentage points to 65% of revenue
- Operating income up 44% to $21.2 million
- Diluted earnings per share up 50% to 48 cents from 32 cents

Six-Month Highlights:

- Sales up 46% to $190.4 million
- Gross profit up 49% on margin of 64%, up 1 percentage point from last year
- Operating income up 47% to $41 million
- Diluted earnings per share up 48% to 92 cents from 62 cents

Selected Statistical Information - Percentage of Sales and Growth

	Percent of Sales Three Months Ended April 30, 2003	2002	% Growth	Percent of Sales Six Months Ended April 30, 2003	2002	% Growth
Net sales	100%	100%	34%	100%	100%	46%
Cost of sales	35%	39%	22%	36%	37%	42%
Gross profit	65%	61%	41%	64%	63%	49%
Selling, general and administrative	41%	39%	41%	41%	40%	51%
Research and development	1%	1%	39%	1%	1%	46%
Amortization	1%	1%	2%	--%	1%	8%
Operating income	22%	20%	44%	22%	21%	47%

Net Sales: Cooper's two business units, CooperVision ("CVI") and CooperSurgical ("CSI") generate all our 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 $24.5 million (34%) in the three-month period and $60.4 million (46%) in the six-month period:

($ in millions)	Three Months Ended April 30, 2003	2002	% Incr.	Six Months Ended April 30, 2003	2002	% Incr.
CVI	$78.1	$56.1	39%	$150.9	$ 98.2	54%
CSI	18.3	15.8	16%	39.5	31.8	24%
	$96.4	$71.9	34%	$190.4	$130.0	46%

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 or two-week 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 with dry eyes.

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

These shifts favor CVI's line of specialty products (now about 60% of CVI's revenue).

Soft Lens Revenue: CVI's worldwide soft contact lens revenue - all revenue except royalty revenue and miscellaneous items - grew 42% and 56% for the three- and six-month periods, respectively; 34% and 49% in constant currency. Revenue from Biocompatibles Eye Care, Inc. ("Biocompatibles"), which we acquired on February 28, 2002, paced the increase. Excluding Biocompatibles soft lens revenue of $45.2 million and $37.3 million in the six-month period for fiscal 2003 and 2002, respectively, total soft lens revenue grew 24% and 20% in constant currency. The primary reasons for this include continued global market share gains in our toric products, up 23% in the quarter, continued momentum in Europe, up 25% in the quarter, and growth in disposable spheres, up 43% in the quarter.

CVI reported revenue includes Biocompatibles beginning in March 2002. In the following table we adjust CVI reported revenue by adding to it the Biocompatibles revenue for the three- and six-month periods ended April 30, 2002 as shown on the Biocompatibles' unaudited ledgers for those periods. This shows the growth in the total lens business we now own. Adjusted soft lens revenue grew 29% in the three-month period and 23%, in the six-month period ended April 30, 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.

Definitions: Soft lens revenue includes 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 Revenue:

Reported:	Second Quarter 2003	Second Quarter 2002	Growth	Six Months 2003	Six Months 2002	Growth
			($ in millions)			
U.S.	$39.7	$30.2	31%	$ 73.9	$55.0	34%
International	36.3	23.3	56%	71.3	37.9	88%
Soft lens revenue	76.0	53.5	42%	145.2	92.9	56%
Miscellaneous revenue	2.1	2.6	(24%)	5.7	5.3	6%
Total reported	$78.1	$56.1	39%	$150.9	$98.2	54%

Adjustments - to include Biocompatibles revenue for comparable periods:

	2002	2002
	($ in millions)	
U.S.	$1.1	$ 6.3
International	4.2	18.5
Soft lens revenue	5.3	24.8
Miscellaneous revenue	0.2	0.3
Total reported	$5.5	$25.1

As adjusted:	Second Quarter 2003	Second Quarter 2002	Growth	Six Months 2003	Six Months 2002	Growth
			($ in millions)			
U.S.	$39.7	$31.3	27%	$ 73.9	$ 61.3	21%
International	36.3	27.5	32%	71.3	56.4	26%
Soft lens revenue	76.0	58.8	29%	145.2	117.7	23%
Miscellaneous revenue	2.1	2.8	(30%)	5.7	5.6	1%
Total as adjusted	$78.1	$61.6	27%	$150.9	$123.3	22%

Total adjusted worldwide revenue grew 27% and 22% (about 20% and 16% in constant currency) for the three- and six-month periods. Adjusted international soft lens revenue of $36.3 million grew 32% (16% in constant currency) for the three-month period.

The 32% and 26% growth in reported international soft lens revenue, from $27.5 million and $56.4 million to $36.3 million and $71.3 million in the three- and six-month periods, respectively, was largely driven by sales of two-week and monthly sphere products, which grew $6.3 million, or 47%, and $11.4 million, or 43%, in the three- and six-months periods, respectively. Also, sales of two-week and monthly toric products grew $2 million, or 41%, and $2.8 million, or 27%, in the three- and six-month periods, respectively.

Adjusted soft lens revenue in the United States grew 27% in the second quarter and 21% in the first half of fiscal 2003, primarily due to sales of two-week and monthly sphere products, which added $3.9 million, growing 39%, and $5.8 million, growing 29%, in the three- and six-month periods, respectively. Also, sales of two-week and monthly toric products added $3.5 million, growing 53%, and $5.8 million, growing 46%, in the three- and six-month periods, respectively. 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 second quarter revenue increased 16% to $18.3 million. The acquisitions of Norland Medical Systems in April 2002, Ackrad Laboratories, Inc. in May 2002 and Sage BioPharma, Inc. in October 2002, generated most of the growth, which was partially offset by declining sales in more mature product lines.

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

	Margin % Three Months Ended April 30,		Margin % Six Months Ended April 30,	
	2003	2002	2003	2002
CVI	67%	63%	67%	66%
CSI	53%	55%	52%	54%
Consolidated	65%	61%	64%	63%

CVI's gross margin for the second quarter of fiscal 2003 was 67%, compared with 63% for the second quarter last year. The increase was primarily due to cost reductions and the shift to specialty lenses. CVI manufactures a major percentage 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. Last year's gross margin reflects lower gross margin sales of certain Biocompatibles' products. Biocompatibles' gross margin improved as CVI improved manufacturing costs and continues to shift customers to higher gross margin Proclear products.

CSI's gross margin was 53%, compared with 55% for the second quarter last year, because sales of recent acquisitions' products, which have expanded our product line in the area of infertility, currently have lower gross margins. We expect gross margin to continue to improve as we integrate the new operations.

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

	Three Months Ended April 30,				Six Months Ended April 30,			
	2003	% Rev.	2002	% Incr.	2003	% Rev.	2002	% Incr.
	($ in millions)							
CVI	$31.4	40%	$22.3	41%	$60.7	40%	$39.1	55%
CSI	5.2	28%	4.2	23%	11.4	29%	8.9	29%
Headquarters	3.0	--	1.7	78%	5.4	--	3.4	57%
	$39.6	41%	$28.2	41%	$77.5	41%	$51.4	51%

Consolidated SGA increased 41%, and as a percentage of revenue, grew from 39% to 41% for the three-month period and from 40% to 41% for the six-month period due primarily to acquisitions, which contributed to the 34% and 46% increase in revenue for the three- and six-month periods, respectively. About $1.8 million and $3.2 million of the SGA increase in the three- and six-month periods, reflected the relative weakness of the U.S. dollar against foreign currencies. Corporate headquarters' expenses, which increased 25% sequentially and 78% over last year's second quarter, include spending to support the Company's ongoing tax planning. These expenses are expected to level off and then decrease after 2003. Going forward, Cooper expects to incur increased headquarters' expenses to comply with recent corporate governance requirements.

Research and Development ("R&D") Expense: During the first half of fiscal 2003, CVI R&D expenditures were $1.7 million, up 36% over the first half of 2002, 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 R&D expense of about $4 million in 2003. CSI R&D expenditures in the first six months of fiscal 2003 were up about $360,000, or 72%, primarily because of R&D projects of acquired companies.

Amortization of Intangibles: Amortization expense increased to $399,000 and $755,000 in the three and six months of fiscal 2003 from $392,000 and $700,000 in last year's three- and six-month periods.

Operating Income: Operating income improved by $6.5 million, or 44%, and $13.2 million, or 47%, for the three- and six-month periods, respectively:

	Three Months Ended April 30,				Six Months Ended April 30,			
	2003	% Rev.	2002	% Incr.	2003	% Rev.	2002	% Incr.
	($ in millions)							
CVI	$20.2	26%	$12.3	64%	$38.5	26%	$23.6	63%
CSI	4.0	22%	4.1	(1%)	7.9	20%	7.6	3%
Headquarters	(3.0)	--	(1.7)	--	(5.4)	--	(3.4)	--
	$21.2	22%	$14.7	44%	$41.0	22%	$27.8	47%

Interest Expense: Interest expense increased $247,000, or 17%, in the three-month period and $1.2 million, or 50%, in the six-month period, primarily due to increased borrowings for acquisitions, partially offset by lower interest rates.

Other Income (Expense), Net:

	Three Months Ended April 30,		Six Months Ended April 30,	
	2003	2002	2003	2002
	(In thousands)			
Interest income	$ 55	$ 43	$ 89	$ 78
Foreign exchange transactions	557	(154)	1,621	(174)
Settlement of dispute	--	--	(500)	--
Gain on sale of Quidel stock	--	100	--	1,128
Other	206	(7)	86	(14)
	$ 818	$ (18)	$1,296	$1,018

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 half of 2003, resulting in a net gain of about $1.6 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 potential settlement of a legal dispute.

In the first half of 2002, we sold 542,000 shares of Quidel stock, realizing a gain of approximately $1.1 million.

Provision for Income Taxes: We estimate that our effective tax rate ("ETR") for fiscal year 2003 will be 25%, down from 27% for the first six months of 2002. The reduction of our ETR resulted from a higher percentage of our income coming from international operations (including the international operations at Biocompatibles).

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.

On February 28, 2002, the Company acquired Biocompatibles. Assuming no other major acquisitions or large stock issuances, we currently expect that this plan 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, actual cash payments of income taxes are expected to average less than 20% of pretax profits.

Capital Resources & Liquidity

Second Quarter Highlights:

- Operating cash flow $27 million vs. $20.5 million in 2002's second quarter
- "Cash flow" (pretax income from continuing operations plus depreciation and amortization) per diluted share $0.73 vs. $0.52 in 2002's second quarter
- Cash payments for acquisitions totaled $6.3 million
- Expenditures for purchases of property, plant and equipment ("PP&E") $7.5 million vs. $5.7 million in 2002's second quarter

Six-Month Highlights:

- Operating cash flow $30.1 million vs. $24.7 million in the first half of 2002
- Cash flow per diluted share $1.41 vs. $1.02 in the first half of 2002
- Cash payments for acquisitions totaled $38.5 million
- Expenditures for purchases of PP&E $13.4 million vs. $12 million in the first half of 2002

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

	April 30, 2003	October 31, 2002
Cash and cash equivalents	$ 11.9	$ 10.3
Total assets	$ 600.2	$ 571.1
Working capital	$ 106.9	$ 72.2
Total debt	$ 162.6	$ 163.7
Stockholders' equity	$ 353.1	$ 311.4
Ratio of debt to equity	0.46:1	0.53:1
Debt as a percentage of total capitalization	32%	34%
Operating cash flow - twelve months ended	$ 61.4	$ 55.9
Cash flow per diluted share - twelve months ended	$ 2.84	$ 2.45

Operating Cash Flows: Our major source of liquidity continues to be cash flow provided by operating activities, which totaled $30.1 million in the first half of fiscal 2003 and $61.4 million over the twelve-month period ended April 30, 2003.

Major uses of cash for operating activities in the first six 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 $3.1 million in interest payments.

Our working capital increased by $34.7 million in the first half of fiscal 2003, driven by foreign exchange rates, which impacted the increases in trade receivables and inventory and the reduction of about $15.7 million of short-term debt. At the end of the second fiscal quarter, Cooper's days sales outstanding ("DSO's") decreased to 71 days from 79 days last quarter reflecting improved cash collections. DSO's are expected in the low to mid-70's through the remainder of fiscal 2003.

Investing Cash Flows: The cash outflow of $52 million from investing activities was caused by capital expenditures of $13.4 million and payments of $38.5 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 $22.9 million of cash, primarily from net borrowing from our credit facility of $23.2 million. Cash received from the exercises of stock options provided $3.3 million. We repaid net other debt of about $2.6 million. We paid dividends on our common stock of $927,000 in the first fiscal quarter 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 141, "Business Combinations" and No. 142, "Goodwill and Other Intangible Assets," respectively.

- 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.

Non-GAAP Financial Measure

Cooper's earnings before taxes, depreciation and amortization ("cash flow") per share for the second quarter of fiscal 2003 was 73 cents and 52 cents for the second quarter of 2002. For the six months ended April 30, cash flow per share was $1.41 and $1.02 per share in 2003 and 2002, respectively.

Although "cash flow per share" is a non-GAAP financial measure, we disclose it because we think it is an appropriate measure of our liquidity and financial strength, particularly when calculated consistently over time. Cooper has been reporting "cash flow per share" since 1999.

In Cooper's case, earnings before taxes, depreciation and amortization per share is more informative than the more common non-GAAP measure of liquidity called "earnings before interest, taxes, depreciation and amortization." This is because, unlike most companies, Cooper does not anticipate paying federal income taxes (except for alternative minimum taxes reinstated beginning in 2003) until about 2007, when it expects to exhaust its U.S. net operating loss carryforwards. This cash savings gives Cooper a significant competitive advantage, as most companies spend a large portion of their pretax profits on taxes.

Cash flow per share is not a substitute for the GAAP measure of operating cash flow. We present this data to increase awareness that income taxes provided for in our statement of income are essentially all noncash provisions which go toward reducing our recorded deferred tax asset in accordance with generally accepted accounting principles.

To calculate "cash flow per share," we add back non-cash charges for depreciation and amortization to income before income taxes, and then divide the result by the average number of shares outstanding used to calculate diluted earnings per share. In the tables below, we reconcile earnings per share (the closest GAAP disclosure) to "cash flow per share" for all periods reported using the same diluted per share figures.

	Three Months Ended April 30,			
	2003		2002	
	$(000)	Per Share	$(000)	Per Share
Net income	$15,211	$0.48	$ 9,918	$0.32
Add:				
Income taxes	5,071		3,306	
Depreciation	2,578		2,660	
Amortization	399		392	
"Cash flow per share"	$23,259	$0.73	$16,276	$0.52
Shares (000)	31,789		31,128	

	Six Months Ended April 30,			
	2003		2002	
	$(000)	Per Share	$(000)	Per Share
Net income	$29,066	$0.92	$19,323	$0.62
Add:				
Income taxes	9,689		7,151	
Depreciation	5,193		4,445	
Amortization	755		700	
"Cash flow per share"	$44,703	$1.41	$31,619	$1.02
Shares (000)	31,696		31,095	

	12 Months Ended October 31, 2002	
	$(000)	Per Share
Year ended October 31, 2002:		
Net income	$48,875	$ 1.57
Add:		
Income taxes	16,294	
Depreciation	9,892	
Amortization	1,477	
"Cash flow per share"	$76,538	$ 2.45
Shares (000)	31,189	

Trailing twelve months ended April 30, 2003:

Twelve months ended October 31, 2002	$ 2.45
Less: six months ended April 30, 2002	(1.02)
Add: six months ended April 30, 2003	1.41
"Cash flow per share" for the 12 months ended April 30, 2003	$ 2.84

Outlook

We believe that cash and cash equivalents on hand of $11.9 million plus cash from operating activities will fund future operations, capital expenditures, cash dividends and smaller acquisitions. At April 30, 2003, we had $64.7 million available under the KeyBank line of credit, and based on conceptual discussions within the banking community, anticipate that we could raise additional debt if required.

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 exposure. We are also exposed to risks associated with changes in interest rates, as the interest rate on most of our debt varies with the London Interbank Offered Rate. There have been no material changes in sensitivity to market risk in the six-month period ended April 30, 2003.

Trademarks

Proclear'r'is a registered trademark of The Cooper Companies, Inc., its affiliates and/or subsidiaries and is italicized in this report. CV Encore Toric'TM' and Xcel'TM' are trademarks of The Cooper Companies, Inc., its affiliates and subsidiaries and are italicized in this report.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

See Capital Resources and Liquidity under "Risk Management" 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 of the effectiveness of the Company's disclosure controls and procedures. The Company's Chief Executive Officer and President, based upon an evaluation completed within 90 days prior to the filing of this report, has concluded that the Company's disclosure controls and procedures are effective. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to April 30, 2003.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The information required by this item is incorporated herein by reference to "Litigation Settlement" under Note 12 of Notes to Consolidated Condensed Financial Statements in Part I, Item I of this report.

Item 4. Submission of Matters to a Vote of Security Holders

The 2003 Annual Meeting of Stockholders was held on March 25, 2003.

Each of the eight individuals nominated to serve as directors of the Company was elected:

Director	Shares For	Shares Against
A. Thomas Bender	28,548,527	791,494
Michael H. Kalkstein	28,189,577	1,150,444
Moses Marx	29,011,713	328,308
Donald Press	28,316,735	1,023,286
Steven Rosenberg	28,189,405	1,150,616
Allan E. Rubenstein, M.D.	28,316,711	1,023,310
Robert S. Weiss	29,011,723	328,298
Stanley Zinberg, M.D.	28,189,547	1,150,474

Stockholders ratified the appointment of KPMG LLP as Cooper's independent certified public accountant for the fiscal year ending October 31, 2003. A total of 27,813,936 shares were voted in favor of the ratification, 1,512,862 shares were voted against it and 13,222 shares abstained.

Stockholders adopted Cooper's Amended and Restated 2001 Long Term Incentive Plan. A total of 19,467,533 shares were voted in favor of the adoption, 4,975,410 shares were voted against it and 73,671 shares abstained.

Stockholders also approved the amendment to Cooper's Restated Certificate of Incorporation increasing the number of authorized shares of common stock. A total of 27,022,014 shares were voted in favor, 2,282,091 shares were voted against it and 35,913 shares abstained.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits.

Exhibit Number	Description
3.1	Fourth Certificate of Amendment of Restated Certificate of Incorporation filed with the Delaware Secretary of State on March 26, 2003, incorporated by reference to Exhibit 4.5 to our Registration Statement on Form S-8 filed with the Securities and Exchange Commission on April 7, 2003.
10.1	The Cooper Companies, Inc. Amended and Restated 2001 Long Term Incentive Plan, incorporated by reference to Exhibit A to our Proxy Statement for our Annual Meeting of stockholders held on March 25, 2003 on Form 14A filed with the Securities and Exchange Commission on February 7, 2003.
10.2	Amendment No. 1 to the Amended and Restated 2001 Long Term Incentive Plan
11*	Calculation of Earnings Per Share
99.1	Certification of Chief Executive Officer
99.2	Certification of Chief Financial Officer

* The information called for in this Exhibit is provided in Footnote 7 to the Consolidated Condensed Financial Statements in this report.

(b) Cooper filed the following reports on Form 8-K during the period from February 1, 2003 to April 30, 2003.

Date of Report	Item Reported
January 30, 2003	Item 5. Other Events
February 26, 2003	Item 5. Other Events
March 25, 2003	Item 5. Other Events
April 28, 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: June 6, 2003

/s/ Stephen C. Whiteford

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

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 quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) Designed such disclosure controls and procedures 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 quarterly report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

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

a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 6, 2003

/s/ A. Thomas Bender

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

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 quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) Designed such disclosure controls and procedures 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 quarterly report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

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

a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 6, 2003

/s/ Robert S. Weiss

Robert S. Weiss

Executive Vice President and Chief Financial Officer

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Index of Exhibits

Exhibit No.	
3.1	Fourth Certificate of Amendment of Restated Certificate of Incorporation filed with the Delaware Secretary of State on March 26, 2003, incorporated by reference to Exhibit 4.5 to our Registration Statement on Form S-8 filed with the Securities and Exchange Commission on April 7, 2003.
10.1	The Cooper Companies, Inc. Amended and Restated 2001 Long Term Incentive Plan, incorporated by reference to Exhibit A to our Proxy Statement for our Annual Meeting of stockholders held on March 25, 2003 on Form 14A filed with the Securities and Exchange Commission on February 7, 2003.
10.2	Amendment No. 1 to the Amended and Restated 2001 Long Term Incentive Plan
11*	Calculation of Earnings Per Share
99.1	Certification of Chief Executive Officer
99.2	Certification of Chief Financial Officer

* The information called for in this Exhibit is provided in Footnote 7 to the Consolidated Condensed Financial Statements in this report.

Exhibit 10.2

AMENDMENT NO. 1
TO
THE AMENDED AND RESTATED 2001 LONG-TERM INCENTIVE PLAN
OF
THE COOPER COMPANIES, INC.

WHEREAS, The Cooper Companies, Inc. (the "Company") has adopted the Amended and Restated 2001 Long Term Incentive Plan of The Cooper Companies, Inc. (the "Plan"); and

WHEREAS, Section 7 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: Paragraph (a) of Section 5 is hereby amended by removing "85%" and replacing it with "100%", and by removing the following language: "provided, however, that in the case of an Incentive Stock Option, the option price shall not be less than 100% of Fair Market Value as of the date of grant."

SECOND: The second paragraph of Section 7 is hereby amended by deleting the second sentence entirely, and by replacing "Except" with "Additionally, except" at the beginning of the last sentence.

IN WITNESS WHEREOF, the Board of Directors of the Company has caused this Amendment No. 1 to the Plan to be executed by a duly authorized officer of the Company as of April 1, 2003.

The Cooper Companies, Inc.

By: /s/ Carol R. Kaufman

Carol R. Kaufman

Title: Vice President of Legal Affairs, Secretary,
and Chief Administrative Officer

Exhibit 99.1

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. 'SS' 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 April 30, 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: June 6, 2003

/s/ A. Thomas Bender

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

Exhibit 99.2

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. 'SS' 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 April 30, 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: June 6, 2003

/s/ Robert S. Weiss

Robert S. Weiss
Executive Vice President and Chief
Financial Officer