

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BENDER A THOMAS</u> (Last) (First) (Middle) 21062 BAKE PARKWAY STE 200 (Street) LAKE FOREST LA 92630 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC [COO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/17/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/16/2003	09/17/2003	M		120,000	A	\$18	175,494	D	
Common Stock	09/16/2003	09/17/2003	S		9,900	D	\$42	165,594	D	
Common Stock	09/16/2003	09/17/2003	S		100	D	\$42.03	165,494	D	
Common Stock	09/16/2003	09/17/2003	S		39,300	D	\$42.05	126,194	D	
Common Stock	09/16/2003	09/17/2003	S		28,000	D	\$42.1	98,194	D	
Common Stock	09/16/2003	09/17/2003	S		9,900	D	\$42.15	88,294	D	
Common Stock	09/16/2003	09/17/2003	S		500	D	\$42.2	87,794	D	
Common Stock	09/16/2003	09/17/2003	S		10,000	D	\$42.25	77,794	D	
Common Stock	09/16/2003	09/17/2003	S		200	D	\$42.27	77,594	D	
Common Stock	09/16/2003	09/17/2003	S		1,400	D	\$42.28	76,194	D	
Common Stock	09/16/2003	09/17/2003	S		4,700	D	\$42.29	71,494	D	
Common Stock	09/16/2003	09/17/2003	S		700	D	\$42.32	70,794	D	
Common Stock	09/16/2003	09/17/2003	S		7,800	D	\$42.35	62,994	D	
Common Stock	09/16/2003	09/17/2003	S		5,300	D	\$42.36	57,694	D	
Common Stock	09/16/2003	09/17/2003	S		2,200	D	\$42.56	55,494	D	
Common Stock								5,666 ⁽¹⁾	I	Wife

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$18	09/16/2003	09/17/2003	M			120,000	(2)	09/24/2008	Common Stock	120,000	\$0	280,000	D	

Explanation of Responses:

- Adjusted to reflect the two-for-one stock split effected in the form of a stock dividend on November 22, 2002
- Vesting 33 1/3% upon achievement, each remaining 1/3 on the 1st and 2nd anniversary of the option deadline date

A. Thomas Bender

09/17/2003

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.