

OMB APPROVAL	
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**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>Lindell Jody S</u>  (Last) (First) (Middle) 6140 STONERIDGE MALL ROAD SUITE 590  (Street) PLEASANTON CA 94588  (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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	01/07/2009		G	V	5,267	D	\$0	2,500	D	
Common Stock	01/07/2009		G	V	5,267	A	\$0	5,267	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated

**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				
Stock Options (Right to Buy)	\$55.33	01/07/2009		G	V		11,667	(1)	03/20/2016	Common Stock	11,667	\$0	0	D	
Stock Options (Right to Buy)	\$55.33	01/07/2009		G	V	11,667		(1)	03/20/2016	Common Stock	11,667	\$0	11,667	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated
Stock Options (Right to Buy)	\$57.87	01/07/2009		G	V	17,500		(2)	10/31/2016	Common Stock	17,500	\$0	0	D	
Stock Options (Right to Buy)	\$57.87	01/07/2009		G	V	17,500		(2)	10/31/2016	Common Stock	17,500	\$0	17,500	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated
Stock Options (Right to Buy)	\$42.49	01/07/2009		G	V	10,000		(3)	10/31/2017	Common Stock	10,000	\$0	0	D	

**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					
Stock Options (Right to Buy)	\$42.49	01/07/2009		G	V	10,000		(3)	10/31/2017	Common Stock	10,000	\$0	10,000	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated	
Non-employee Director Stock Option (Right to Buy)	\$17.09	01/07/2009		G	V		10,000	(4)	11/02/2018	Common Stock	10,000	\$0	0	D		
Non-employee Director Stock Option (Right to Buy)	\$17.09	01/07/2009		G	V	10,000		(4)	11/02/2018	Common Stock	10,000	\$0	10,000	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated	
Non-employee Director Stock Option (Right to Buy)	\$13.08	01/07/2009		G	V		10,000		12/11/2009	12/10/2018	Common Stock	10,000	\$0	0	D	
Non-employee Director Stock Option (Right to Buy)	\$13.08	01/07/2009		G	V	10,000			12/11/2009	12/10/2018	Common Stock	10,000	\$0	10,000	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated

**Explanation of Responses:**

- Vests when average of closing prices during any 30 consecutive trading days after the date of grant reaches \$60.86.
- Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$63.66 or on November 1, 2011, which ever is earliest.
- Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$46.73 or on November 1, 2012, which ever is earliest.
- NED Grant Date 11/3/08 Date Exer.: Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$18.80 or on November 3, 2013, which ever is earliest.

**Remarks:**

The transfer of all of the above holdings was made pursuant to a Transfer Agreement dated January 7, 2009 which authorizes Ms. Lindell to transfer said holdings into a Trust for which she has a controlling interest.

/s/ Jody S. Lindell

01/09/2009

\*\* 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.**