

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>FOLDEN RODNEY</u> (Last) (First) (Middle) 6140 STONERIDGE MALL ROAD SUITE 590 (Street) PLEASANTON CA 94588 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/02/2004	3. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC [COO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Corporate Controller	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,100	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	05/25/2003	10/23/2011	Common Stock	6,000	25.18	D
Employee Stock Option (Right to Buy)	(1)	10/29/2012	Common Stock	6,000	26.75	D
Incentive Stock Option (Right to Buy)	(2)	10/26/2013	Common Stock	6,000	41.44	D
Employee Stock Option (Right to Buy)	(3)	02/02/2013	Common Stock	6,000	48.6	D

Explanation of Responses:

- Vests when avg closing prices during 30 cons days reaches 29.43; 50% exercisable, 50% exercisable 2 yrs later
- The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$46.41, but not earlier than 5/1/04; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$49.73, but not earlier than 5/1/05; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$53.87 but not earlier than 5/1/06; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$58.02 but not earlier than 5/1/07. All options not other wise vesting pursuant to the above timetable shall become exercisable on October 26, 2008.
- The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$54.43, but not earlier than 8/1/04; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$58.32, but not earlier than 5/1/05; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$63.18 but not earlier than 5/1/06; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$64.04 but not earlier than 5/1/07. All options not other wise vesting pursuant to the above timetable shall become exercisable on October 26, 2008.

Remarks:

Rodney E Folden 02/02/2004
 ** 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 5 (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.