

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 Instructions 1(b).

1. Name and Address of Reporting Person

Gregory A. Fryling
 6140 Stoneridge Mall Road
 Suite 590

CA, Pleasanton 94588

2. Issuer Name and Ticker or Trading Symbol

The Cooper Companies, Inc. (COO)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

10/14/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

Chief Operating Officer - CooperVision, Inc.

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person

() Form filed by More than One Reporting Person

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

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock	10/10/2002	M	8000	A	35.09		D	
Common Stock	10/10/2002	S	8000	D	53.45		D	
Common Stock	10/10/2002	M	18000	A	35.09		D	
Common Stock	10/10/2002	S	18000	D	53.45	319	D	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Employee Stock Option (Right to Buy)	\$35.09	10/10/2002	M	8000	1/25/98 - 10/28/07	Common Stock 8000		0	D	
Employee Stock Option (Right to Buy)	35.09	10/10/2002	M	18000	3/27/2001 - 10/23/10	Common Stock 18000		0	D	

Explanation of Responses: