

**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

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

1. Name and Address of Reporting Person * <u>REMMELL PAUL L</u>  (Last) (First) (Middle)  (Street)  (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)  Director 10% Owner X Officer (give title below) Other (specify below) <u>COO, VP Finance-CSI</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/17/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. 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 (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		12,000 <sup>(1)</sup>	A	\$17.55 <sup>(1)</sup>	24,000	D	
Common Stock	09/16/2003	09/17/2003	S		12,000	D	\$42.1	12,000	D	
Common Stock	09/16/2003	09/17/2003	M		20,000 <sup>(1)</sup>	A	\$17.55 <sup>(1)</sup>	32,000	D	
Common Stock	09/16/2003	09/17/2003	S		20,000	D	\$42.1	12,000	D	
Common Stock	09/16/2003	09/17/2003	M		20,000 <sup>(1)</sup>	A	\$25.18 <sup>(1)</sup>	32,000	D	
Common Stock	09/16/2003	09/17/2003	S		20,000	D	\$42.1	12,000 <sup>(1)</sup>	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
Employee Stock Option (Right to Buy)	\$18	09/16/2003	09/17/2003	M			12,000	(2)	10/28/2007	Common Stock	12,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$18	09/16/2003	09/17/2003	M			20,000	(3)	10/23/2010	Common Stock	20,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$25	09/16/2003	09/17/2003	M			20,000	(4)	10/23/2011	Common Stock	20,000	\$0	0	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
- All shares granted under this option are currently exercisable.
- Exercisable when average of closing prices of common stock of the Co. during 30 cons. calendar days after date of grant reaches \$ 21.06
- Exercisable when average of closing prices of common stock of the Co. during 30 cons. calendar days after date of grant reaches \$30.21.

Paul L. Remmell 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.