

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 7, 2006

**THE COOPER COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-8597**  
(Commission File Number)

**94-2657368**  
(IRS Employer Identification No.)

**6140 Stoneridge Mall Road, Suite 590, Pleasanton, California 94588**  
(Address of principal executive offices)

**(925) 460-3600**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01. Entry Into a Material Definitive Agreement.**

Subsequent to the distribution of our 2006 Proxy Statement, we received feedback from Institutional Shareholder Services regarding the proposed adoption of our Amended and Restated 2001 Long Term Incentive Plan (the "Plan"). As a result, effective March 7, 2006, our Board of Directors approved a modification to the Plan to further clarify that the Company may not buy out, for a payment in cash or shares of company common stock, stock options outstanding under the Plan which are out of the money (have an exercise price greater than the fair market value of the stock). Further amendments to the Plan have been proposed by our Board of Directors and the Compensation Committee of our Board of Directors and are subject to approval from the company's stockholders at the 2006 Annual Meeting. A copy of the amendment is filed as an exhibit hereto.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 5 to Amended and Restated 2001 Long Term Incentive Plan of The Cooper Companies, Inc.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COOPER COMPANIES, INC.

By /s/ Carol R. Kaufman  
Carol R. Kaufman  
Senior Vice President of Legal Affairs,  
Secretary and Chief Administrative Officer

Dated: March 7, 2006

**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

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10.1 Amendment No. 5 to Amended and Restated 2001 Long Term Incentive Plan of The Cooper Companies, Inc.

**AMENDMENT NO. 5  
TO  
THE AMENDED AND RESTATED 2001 LONG TERM INCENTIVE PLAN  
OF  
THE COOPER COMPANIES, INC.**

**WHEREAS**, The Cooper Companies, Inc. (the "Company") has adopted the Amended and Restated 2001 Long Term Incentive Plan (the "Plan"); and

**WHEREAS**, Section 8 of the Plan permits the Board of Directors of the Company to amend the Plan, subject to certain limitations; and

**WHEREAS**, the Board of the Company desires to amend the Plan to eliminate the ability to buyout certain options;

**NOW, THEREFORE**, the Plan is hereby amended as follows:

**FIRST**: By adding the following to the end of Section 5(k) of the Plan:

“provided, however, that unless shareholder approval is obtained the Committee shall not offer to buy out any Option the per share exercise price of which is greater than the per share Fair Market Value of a share of Stock at the time of such offer.”

**SECOND**: The provisions of the First Paragraph hereof shall be effective as of March 7, 2006.

**THIRD**: Except to the extent herein above set forth, the Plan shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Board of Directors of the Company has caused this Amendment to the Plan to be executed by a duly authorized officer of the Company as of March 7, 2006.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman  
Title: Senior Vice President of Legal Affairs,  
Secretary and Chief Administrative  
Officer