

Edgar Filing: COOPER COMPANIES INC - Form 4

Explanation of Responses:

1. The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: 26,666 shares vest if Fair Market Value of the Company's stock achieves \$35.00 by 12-31-04; 26,667 shares vest if Fair Market Value of the Company's stock achieves \$39.50 by 12-31-05; and 26,667 shares vest if the Fair Market Value of the Company's stock achieves \$44.00 by 12-31-06. Within each tranche, one-third becomes exercisable when the price target is met and one-third each one and two

SIGNATURE OF REPORTING PERSON

Gregory A. Fryling

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