COOPER COMPANIES INC Form 4 March 26, 2003 UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 4 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/Day/Year 3/26/2003 5. If Amendment, Date of Original (Month/Day/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 Acquire	d, Disposed of, or Beneficially Owned
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1. Title of Security	2. 2A.	3. 4.Securi	ties Acquired (A)	5	.Amount of
	Trans- Exec-	Trans or Dis	posed of (D)	1	Securities
	action ution	action		1	Beneficially
			A/	1	Owned Following
	Date Date	Code V Amou	nt D	Price	Reported Trans(s)

Table II 1	Derivative	Securitites	Acquired,	Disposed	of,	or	Beneficially	Owned
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1.Title of	2.Con-	3.	3A.	4.	5	.Number	of De	6.Dat	te Exer	7.Titl	e and	Amount	8.E
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Security	or Exer	action	1	act	ion :	rities A	cqui	Expi	ration	Secu	rities		vat
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	Price of	f	ution	1]	posed of	(D)	Day/	Year)				rit
	Deriva-			1				Date	Expir				
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	Secu-	(Month	/ (Month	n			D	cisa	- Date	of	Shares		
	rity	Day/	/Day/	Cod	e V	Amount		ble					
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ht to Buy)								1				1	

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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 C
ompany'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 onethird each one and two
SIGNATURE OF REPORTING PERSON
Gregory A. Fryling
Gregory A. Fryling