

Edgar Filing: COOPER COMPANIES INC - Form 4

| | | | | | | | | | |

Explanation of Responses:

1. Restrictions will be removed upon the earlier to occur of 1) the average closing prices during any 30 consecutive trading days after 11/15/02 reaches \$63.46 or 2) November 15, 2007.

SIGNATURE OF REPORTING PERSON

Allan E. Rubenstein, M.D.

Allan E. Rubenstein, M.D.