

	Shares	Average Exercise Price	Shares
Outstanding at beginning of year . . .	3,810,497	\$43 28	2,748,601
Granted	1,740,000	\$45 19	1,425,800
Exercised	(625,260)	\$42 33	(6,500)
Canceled	(184,579)	\$44 09	(357,404)
Outstanding at end of year	4,740,658	\$44 07	3,810,497
Options exercisable at end of year	1,866,391		1,608,117
Options available for grant at end of year	5,116,955		1,916,174

Options Outstanding				Options F
Range of Exercise Prices	Shares Outstanding At 12/31/01	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Shares Exercisable At 12/31/01
\$34 84 - \$37 94	1,316,091	8 1	\$ 37 61	311,031
\$38 13 - \$39 06	257,687	3 8	\$ 39 05	255,020
\$43 13 - \$46 10	2,630,301	8 0	\$ 45 24	765,428
\$54 28 - \$56 63	536,579	5 6	\$ 56 61	534,912
	4,740,658			1,866,391
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During 2001, options to purchase 10,000 shares of common stock were granted to nonemployee directors at an exercise price of \$33 66 and options for 4,000 shares were exercised at \$42 13 to \$49 03 per share. During 2000, options to purchase 9,000 shares of Common stock were granted to nonemployee directors at an exercise price of \$35 19 and options for 4,000 shares were exercised at \$17 31 per share. During 1999, options to purchase 11,000 shares of Common stock were granted to nonemployee directors at an exercise price of \$49 03 and options for 4,000 shares were exercised at \$14 69 per share. At December 31, 2001, options under the director plans for 23,000 Common shares were exercisable at \$42 13 to \$63 78 per share, and 129,100 shares were reserved for future grants.

Participants in the Employee Stock Purchase Plan receive an option to purchase Common stock at a price that is the lesser of 85% of the market value on the offering date or 85% of the market value on the purchase date. On September 10, 2001, a total of 311,452 shares were sold to employees at \$44.63 per share. At December 31, 2001, subscriptions for 915,876 shares of Common stock were outstanding at \$34 07 per share or, if lower, 85% of the average market price on September 8, 2003, which is the purchase date. At December 31, 2001, an aggregate of 2,423,976 shares of Common stock were reserved for future issuance.

Cooper follows the intrinsic value method of accounting for stock-based compensation plans as prescribed by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Accordingly, no compensation expense is recognized under Cooper's fixed stock option plans or Employee Stock Purchase Plan. Compensation expense of \$2 7 million, \$5 1 million and \$6 1 million was recognized in the consolidated financial statements during 2001, 2000 and

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