

to \$500,000,000 We will offer our debt securities in amounts, at prices and on terms we will determine at the time of our offering based on market conditions We will provide specific terms of these securities in supplements to this prospectus for each series of debt securities offered You should read this prospectus and any supplement carefully before you invest The debt securities will be guaranteed by Cooper Industries, Ltd , the publicly held parent of Cooper Industries, Inc

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete Any representation to the contrary is a criminal offense

The date of this prospectus is September 19, 2002

You should rely only on the information incorporated by reference or contained in this prospectus or any accompanying prospectus supplement We have not authorized any other person to provide you with different information If anyone provides you with different or inconsistent information, you should not rely on it You should not assume that the information appearing in this prospectus is accurate as of any date after the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date

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Unless the context requires otherwise, references to "we," "us" or "our" refer collectively to Cooper Industries, Ltd (a Bermuda company) and its consolidated subsidiaries, including Cooper Industries, Inc , the Ohio corporation that until May 22, 2002 was the parent corporation for all historical operations

FORWARD-LOOKING STATEMENTS

This prospectus and the documents that we incorporate by reference contain certain statements that we believe may be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We generally indicate these statements

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