SECURITIES AND EXCHANGE COMMISSION
Washington, D C 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-1175

Cooper Industries, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Ohio	**31-4156620**
(State or Other Jurisdiction of Incorporation or Organization)	(I R S Employer Identification Number)
600 Travis, Suite 5800, Houston, Texas	**77002**
(Address of Principal Executive Offices)	(Zip Code)

713/209-8400
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $5 par value	**The New York Stock Exchange** **Pacific Exchange**
Rights to Purchase Preferred Stock	**The New York Stock Exchange** **Pacific Exchange**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes X No ___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K X

The aggregate value of the registrant's voting stock held by non-affiliates of the registrant as of January 31, 2002 was $3,345,382,140 75

Number of shares outstanding of registrant's Common Stock as of January 31, 2002 – 93,851,135

DOCUMENTS INCORPORATED BY REFERENCE
Cooper Industries, Inc Proxy Statement to be filed for the Annual Meeting of Shareholders to be held on April 5, 2002 (Part III – Items 10, 11 and 12)