

COOPER TIRE & RUBBER CO
Form 4
May 08, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLINE JAMES E

(Last) (First) (Middle)

COOPER TIRE & RUBBER COMPANY, 701 LIMA AVE.

(Street)

FINDLAY, OH 45840

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COOPER TIRE & RUBBER CO [CTB]

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
V. P., Gen. Counsel & Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/07/2007		M			30,000	A	\$ 19.76	30,550	D	
Common Stock	05/07/2007		M			3,639	A	\$ 14.4	34,189	D	
Common Stock	05/07/2007		S			2,639	D	\$ 23.7	31,550	D	
Common Stock	05/07/2007		S			1,600	D	\$ 23.69	29,950	D	
Common Stock	05/07/2007		S			2,200	D	\$ 23.68	27,750	D	

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Common Stock	05/07/2007	S	1,400	D	\$ 23.67	26,350	D	
Common Stock	05/07/2007	S	1,500	D	\$ 23.66	24,850	D	
Common Stock	05/07/2007	S	9,800	D	\$ 23.65	15,050	D	
Common Stock	05/07/2007	S	2,900	D	\$ 23.61	12,150	D	
Common Stock	05/07/2007	S	11,600	D	\$ 23.6	550	D	
Common Stock						6,992	I	RSU Account
Common Stock						250	I	Wife
Common Stock						317,950	<u>(1)</u> I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.76	05/07/2007		M	30,000	<u>(2)</u>	02/03/2014	Common Stock	30,000
Employee Stock Option (right to	\$ 14.4	05/07/2007		M	3,639	<u>(3)</u>	02/13/2017	Common Stock	3,639

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINE JAMES E COOPER TIRE & RUBBER COMPANY 701 LIMA AVE. FINDLAY, OH 45840			V. P., Gen. Counsel & Sec.	

Signatures

/s/ James E.
Kline

05/08/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Adjusted to reflect ongoing acquisitions under the 401(k) plan since Reporting Person's last report.
- (2) The option became exercisable in increments of 25% on 2/4/05 and 75% on 11/16/05
- (3) The option became exercisable in increments of 25% on 2/14/07; 2/14/08; 2/14/09 and 2/14/2010

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.