

COOPER TIRE & RUBBER CO
 Form 4
 May 31, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Geers James H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 701 LIMA AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

FINDLAY, OH 45840

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/29/2007		M		2,600	A	\$ 20.5625
Common Stock	05/29/2007		M		3,500	A	\$ 22.9375
Common Stock	05/29/2007		M		15,000	A	\$ 19.76
Common Stock	05/29/2007		M		9,167	A	\$ 21.61
Common Stock	05/29/2007		M		2,292	A	\$ 14.4
							7,312
							10,812
							25,812
							34,979
							37,271

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Common Stock	05/29/2007	S	1,300	D	\$ 24.58	35,971	D
Common Stock	05/29/2007	S	1,700	D	\$ 24.57	34,271	D
Common Stock	05/29/2007	S	8,900	D	\$ 24.56	25,371	D
Common Stock	05/29/2007	S	300	D	\$ 24.59	25,071	D
Common Stock	05/29/2007	S	800	D	\$ 24.58	24,271	D
Common Stock	05/29/2007	S	1,100	D	\$ 24.57	23,171	D
Common Stock	05/29/2007	S	900	D	\$ 24.56	22,271	D
Common Stock	05/29/2007	S	2,000	D	\$ 24.55	20,271	D
Common Stock	05/29/2007	S	1,000	D	\$ 24.66	19,271	D
Common Stock	05/29/2007	S	3,900	D	\$ 24.65	15,371	D
Common Stock	05/29/2007	S	659	D	\$ 24.6	14,712	D
Common Stock	05/29/2007	S	300	D	\$ 24.71	14,412	D
Common Stock	05/29/2007	S	1,800	D	\$ 24.7	12,612	D
Common Stock	05/29/2007	S	800	D	\$ 24.66	11,812	D
Common Stock	05/29/2007	S	5,300	D	\$ 24.65	6,512	D
Common Stock	05/29/2007	S	600	D	\$ 24.64	5,912	D
Common Stock	05/29/2007	S	100	D	\$ 24.69	5,812	D
Common Stock	05/29/2007	S	300	D	\$ 24.68	5,512	D
Common Stock	05/29/2007	S	500	D	\$ 24.67	5,012	D
Common Stock	05/29/2007	S	300	D	\$ 24.63	4,712	D
						5,912 ⁽¹⁾	I

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Common Stock						RSU Account
Common Stock					16,583.6391 <u>(2)</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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.5625	05/29/2007		M	2,600	<u>(3)</u>	07/21/2008	Common Stock	2,600
Employee Stock Option (right to buy)	\$ 22.9375	05/29/2007		M	3,500	<u>(4)</u>	07/20/2009	Common Stock	3,500
Employee Stock Option (right to buy)	\$ 19.76	05/29/2007		M	15,000	<u>(5)</u>	02/04/2014	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 21.61	05/29/2007		M	9,167	<u>(6)</u>	02/15/2015	Common Stock	9,167
Employee Stock Option	\$ 14.4	05/29/2007		M	2,292	<u>(7)</u>	02/14/2016	Common Stock	2,292

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Geers James H 701 LIMA AVENUE FINDLAY, OH 45840			Vice President	

Signatures

/s/ James H.
Geers

05/31/2007

__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 receipt of dividend equivalent since Reporting Person's last report
- (2) Adjusted to reflect routine acquisitions under the 401(k) plan since reporting person's last report.
- (3) 50% on 7/21/99 and 50% on 7/21/00
- (4) 50% on 7/20/00 and 50% on 7/20/01
- (5) 25% on 02/04/05 and 75% on 11/16/05
- (6) 100% on 11/16/05
- (7) 25% on 02/14/2007, 25% on 02/14/2008, 25% on 02/14/2009 and 25% on 02/14/2010

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.