### Edgar Filing: SCHUMACHER DIANE K - Form 4

SCHUMAC Form 4 January 04,	CHER DIANE K 2006								
Check t if no lor subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	<b>M 4</b> UNITED his box to 16. or Section 170	MENT OF rsuant to S (a) of the I	Wa F CHAN Section 1 Public U	shington NGES IN SECUF 16(a) of th tility Hol	, D.C. 20 BENER ATTIES the Securi ding Co	0549 FICIAL OV	COMMISSIO WNERSHIP OF nge Act of 1934 of 1935 or Sect 940	N OMB Number: Expires: F Estimated burden hou response	urs per
	Responses) Address of Reporting CHER DIANE K	Person <u>*</u>	Symbol	er Name <b>an</b> o		-	5. Relationship Issuer	of Reporting Per	rson(s) to
	(First) ( INDUSTRIES IN UITE 5800	Middle) C, 600	3. Date of	of Earliest T Day/Year)		NC [GDI]	_X_ Director		e) % Owner her (specify
	(Street)			endment, D onth/Day/Yea	-	al	Applicable Line) _X_ Form filed b	Joint/Group Fili y One Reporting P y More than One R	erson
(City)	(State)	(Zip)	Tah	le I - Non-I	Derivative	Securities A	cquired, Disposed	of. or Beneficia	llv Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code	4. Securi nAcquired Disposed (Instr. 3,	ties l (A) or l of (D)	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
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso infor requi	ons who res nation cont red to resp	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivati
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

number.

#### Edgar Filing: SCHUMACHER DIANE K - Form 4

(Instr. 3)	Price of Derivative Security	(Mor	nth/Day/Year)	(Instr.	8)	Securit Acquir (A) or Dispos of (D) (Instr. and 5)	ed ed					(Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stk Units	<u>(2)</u>	12/30/2005		А		11.8		<u>(1)</u>	(1)	Common Stk	11.8	\$ 49

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SCHUMACHER DIANE K COOPER INDUSTRIES INC 600 TRAVIS SUITE 5800 HOUSTON, TX 77002	Х							
Signatures								
/s/ Diane K. Schumacher	01/04/200	6						
<pre>**Signature of Reporting</pre>	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).
- The cash value of these units will be distributed to the director or beneficiary on the first day of the month following the date upon which
   (1) the director ceases to be a director of the Company for any reason, (or in no more than twelve installments beginning on the aforementioned date) pursuant to the Company's Phantom Stock Plan for Outside Directors (the "Phantom Plan").
- (2) The security converts to common stock on a one-for-one basis.
- (3) Cumulative phantom units accumulated by director during her Board tenure.

#### **Remarks:**

Person

Tracy D. Pagliara, Attorney-in-fact for Diane K. Schumacher, pursuant to Power of Attorney dated August 29, 2002 and filed with the SEC on October 2, 2002.

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.