

COOPER TIRE & RUBBER CO

Form 4

May 03, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
POND BYRON O

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)

COOPER TIRE & RUBBER
COMPANY, 701 LIMA AVE.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2007

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

FINDLAY, OH 45840

(City) (State) (Zip)

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

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 (D) Price			

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. De
---------------------------	---------------	---	----------------------------------	---------------------------------	-----------	--	---	-------

Edgar Filing: COOPER TIRE & RUBBER CO - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Se (In	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.33	05/01/2007	A		1,035		<u>(1)</u>	04/30/2017	Common Stock	1,035
Annual Phantom Stock Unit	<u>(2)</u>	05/01/2007	A		1,569		<u>(3)</u>	<u>(3)</u>	Common Stock	1,569

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POND BYRON O COOPER TIRE & RUBBER COMPANY 701 LIMA AVE. FINDLAY, OH 45840	X

Signatures

/s/ James E. Kline, Attorney-in-fact for Byron O.
Pond 05/03/2007

**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) 50% become exercisable on 05/01/08 and 50% on 05/01/09
- (2) Each phantom stock unit will convert to one share of Common Stock.
- The annual phantom stock units are held in the Reporting Person's account under the Issuer's 1998 Non-Employee Directors
- (3) Compensation Deferral Plan and are generally distributable in Common Stock upon Reporting Person's termination of service as a Director.

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.