

COOPER TIRE & RUBBER CO

Form 4/A

October 24, 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
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(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)
09/28/2007

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

FINDLAY, OH 45840

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/02/2007

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	(D)	Price

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

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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	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 ⁽¹⁾	09/28/2007	<u>(2)</u>	A	131	<u>(3)</u>	<u>(3)</u>	Common Stock	131 <u>(4)</u>	\$ 24.6	

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 10/24/2007

__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) One-for-One

(2) The deemed execution date is not applicable to this transaction.

The phantom stock units were accrued under the Cooper Tire & Rubber Company 1998 Non-Employee Directors Compensation Deferral
(3) Plan and are to be settled in Common Stock of the Company or cash upon the reporting person's termination of service as a director, unless otherwise elected.

(4) This Amendment corrects the amount incorrectly reported on the original Form 4.

(5) Adjusted to reflect deduction of units incorrectly reported as acquired on prior reports.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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