COOPER TIRE & RUBBER CO

Form 4 April 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

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obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

CAPO THOMAS P

(Zip)

2. Transaction Date 2A. Deemed

(Last) (First) (Middle)

443 W. MERRILL STREET

(Street)

(State)

(Month/Day/Year)

BIRMINGHAM, MI 48009

(City)

1.Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

COOPER TIRE & RUBBER CO [CTB]

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price **OMB APPROVAL**

OMB Number:

3235-0287

January 31, Expires:

Estimated average burden hours per

response...

0.5

2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

Securities

Owned

Beneficially

Following

Reported

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

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

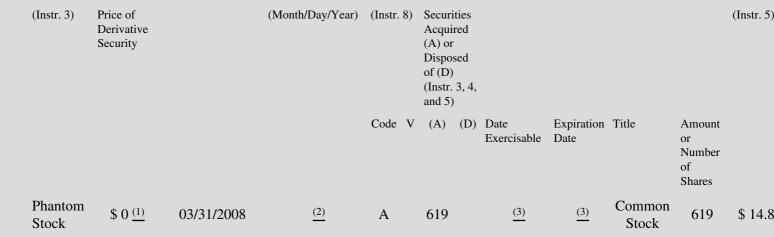
(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPO THOMAS P 443 W. MERRILL STREET BIRMINGHAM, MI 48009	X			

Signatures

/s/Jack Jay McCracken Attorney-in-fact for Thomas P. Capo 04/02/2008

**Signature of Reporting Person

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

Date

(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.

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.

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