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

SCHUMACHER DIANE	K								
Form 4									
November 30, 2004									
FORM 4					antinar			PPROVA	L
UNIT	CD STATES		RITIES A Ashington			COMMISSIO	N OMB Number:	3235-0	)287
Check this box if no longer							Expires:	January	
subject to STAT	EMENT O	F CHAI			ICIAL O	WNERSHIP OF	Estimated		2005
Section 16.			SECUI	RITIES			burden hou	•	
Form 4 or Form 5 Filed		<b>G</b>	1((-) - f 4	<b>C</b>	der Erster		response		0.5
abligations	-					nge Act of 1934, of 1935 or Secti			
<i>See</i> Instruction 1(b).			•	•	ny Act of 1		UII		
(Print or Type Responses)									
1. Name and Address of Report	-	2. Issu	er Name <b>an</b>	<b>d</b> Ticker or	Trading	5. Relationship	of Reporting Per	rson(s) to	
SCHUMACHER DIANE	K	Symbol				Issuer			
		GARD	NER DEI	NVER IN	NC [GDI]	(Cho	eck all applicabl	e)	
(Last) (First)	(Middle)		of Earliest T	ransaction					
COODED INDUCTDIES			Day/Year)			X_ Director Officer (giv		% Owner her (specify	
COOPER INDUSTRIES TRAVIS SUITE 5800	INC, 600	11/26/2	2004			below)	below)	ier (speeny	
					_				
(Street)			endment, D	-	ıl	6. Individual or	Joint/Group Fili	ng(Check	
		Filed(Mo	onth/Day/Yea	r)		Applicable Line) _X_ Form filed by	One Reporting P	erson	
HOUSTON, TX 77002							More than One R		
(City) (State)	(Zip)	Tał	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of 2. Transaction D	ate 2A. Deen	ned	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature	of
Security (Month/Day/Yea	r) Execution	Date, if	Transactio	-		Securities	Form: Direct	Indirect	
(Instr. 3)	any (Month/D	av/Vear)	Code (Instr. 8)	Disposed (Instr. 3, 4		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownershi	
	(Wonth D	ay/1car)	(111501.0)	(1130. 5,	+ and 5)	Following	(Instr. 4)	(Instr. 4)	P
					(A)	Reported			
					or	Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D) Price	(instr. 5 and 1)			
Reminder: Report on a separate	line for each c	lass of sec	urities bene	ficially ow	ned directly	or indirectly.			
						spond to the colle		SEC 1474	
				requi	red to resp	tained in this forn ond unless the fo ntly valid OMB co	rm	(9-02)	

number.

 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

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(Instr. 3)	Price of Derivative Security	(]	Month/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>	11/26/2004		А		20.6		(1)	(1)	Common Stk	20.6	\$ 28.

## **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	11/30/200	4						
<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.