COOPER COMPANIES INC
Form DEF 14A
February 06, 2009
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SCHEDULE 14A

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Under Rule 14a-12

THE COOPER COMPANIES, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

¨ Fee paid previously with preliminary materials:

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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February 6, 2009

Dear Stockholder:

You are cordially invited to join us at the 2009 Annual Meeting of Stockholders of The Cooper Companies, Inc., which will be held at 10:00 a.m. (EDT) on March 18, 2009 at the offices of Latham & Watkins LLP, 885 Third Avenue, New York, NY.

At the meeting, we will ask our stockholders to vote on proposals to elect a Board of Directors, to approve the amendment and restatement of the Amended 2007 Long-Term Incentive Plan, to approve the amendment and restatement of the Amended 2006 Long-Term Incentive Plan for Non-Employee Directors and to ratify the Audit Committee s selection of our independent registered public accounting firm for the current fiscal year. These proposals are described in detail in the attached Proxy Statement. We have also included a copy of our 2008 Annual Report on Form 10-K, which contains information on our operations, markets and products and our audited financial statements for the 2008 fiscal year. We encourage you to read the Annual Report as it contains useful information regarding our performance over the past year.

Also enclosed is a proxy card, which will allow you to vote your shares if you do not wish to attend the meeting in person. Voting instructions are included on the proxy card.

I hope that you will take this opportunity to participate in the affairs of the company by voting on each of the proposals we are presenting at the meeting. **YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the meeting, please use the attached proxy card and instructions to submit your vote by proxy. You may vote using the proxy card by completing, signing and dating it, then returning it by mail. Also, most of our stockholders may now vote their shares by phone or through the internet. If phone or internet voting is available to you, instructions will be included on your proxy card. If you submit a proxy card and then you wish to change your vote or you choose to attend the meeting and wish to vote your shares in person, you may revoke your proxy. Additional information about voting your shares is included in the Proxy Statement.**

We look forward to seeing you at the Annual Meeting.

Sincerely,

A. THOMAS BENDER

Chairman of the Board of Directors

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THE COOPER COMPANIES, INC.

6140 Stoneridge Mall Road, Suite 590

Pleasanton, CA 94588

Notice Of Annual Meeting Of Stockholders

To the Stockholders of

THE COOPER COMPANIES, INC.

The Annual Meeting of Stockholders of The Cooper Companies, Inc., a Delaware corporation, will be held on March 18, 2009, at the offices of Latham & Watkins LLP, 885 Third Avenue, New York, NY, at 10:00 a.m. (EDT), for the purpose of considering and acting upon the following:

1. The election of A. Thomas Bender, Michael H. Kalkstein, Jody S. Lindell, Moses Marx, Donald Press, Steven Rosenberg, Allan E. Rubenstein, M.D., Robert S. Weiss and Stanley Zinberg, M.D. to the Board of Directors;

2. The approval of the amendment and restatement of the Amended 2007 Long-Term Incentive Plan which removes restrictions on the number of shares available for grant as full-value awards and adds 1,000,000 shares to the total shares reserved for grant;

3. The approval of the amendment and restatement of the Amended 2006 Long-Term Incentive Plan for Non-Employee Directors which removes restrictions on the number of shares available for grant as full-value awards and extends the term of the plan to December 31, 2016;

4. The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2009; and

5. The transaction of any other business that may properly come before the meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on February 3, 2009 will be entitled to notice of and to vote at the meeting and any adjournments or postponements thereof. Enclosed with this Notice are a Proxy Statement, a proxy card and a copy of our Annual Report on Form 10-K for the fiscal year ended October 31, 2008.

All stockholders are cordially invited to attend the meeting in person. Whether or not you plan to attend, we encourage you to vote by completing the enclosed proxy card. Most stockholders can also vote their proxy by phone or internet by following the instructions on the proxy card.

By Order of the Board of Directors

CAROL R. KAUFMAN

Secretary

Dated: February 6, 2009

YOUR VOTE IS IMPORTANT

It is important that all stockholders be represented at the Annual Meeting. In order to assure your representation, whether or not you plan to attend the meeting, please complete, date, sign and return the enclosed proxy card promptly by mail. Most stockholders can also vote their shares on the internet or by phone. If this is an option for you, a toll-free phone number and/or a website address are included on the enclosed proxy card. If you choose to vote by phone or internet, you do not need to return your proxy card. You may revoke your proxy at any time prior to the Annual Meeting. If you attend the Annual Meeting and wish to change your proxy vote, you may do so automatically by voting in person at the Annual Meeting.

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THE COOPER COMPANIES, INC.

6140 Stoneridge Mall Road, Suite 590

Pleasanton, CA 94588

The Cooper Companies, Inc., a Delaware corporation, will hold its Annual Meeting of Stockholders, or the Annual Meeting, on March 18, 2009, at the offices of Latham & Watkins LLP, 885 Third Avenue, New York, NY, at 10:00 a.m. (EDT).

This Proxy Statement, and the accompanying proxy card, is first being mailed to our stockholders on or about February 10, 2009. It is being sent on our behalf by order of the Board of Directors, or the Board.

We have included a copy of our 2008 Annual Report on Form 10-K as filed with the Securities and Exchange Commission, or SEC, with this Proxy Statement. The Annual Report contains financial and other information about our business during our last fiscal year. You may also find useful information about the Company on our website at *www.coopercos.com* in the Investor Relations section.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

FOR THE STOCKHOLDER MEETING TO BE HELD ON MARCH 18, 2009

Our Proxy Statement and Annual Report on Form 10-K are available at

http://investor.coopercos.com/financials.cfm

The following proxy materials are available for review at *http://investor.coopercos.com/financials.cfm:*

our 2009 Proxy Statement;

the proxy card;

our Annual Report on Form 10-K for the fiscal year ended October 31, 2008; and

any amendments to the foregoing materials that are required to be furnished to stockholders.

Directions to attend the Annual Meeting, where you may vote in person, can be found on our website at *www.coopercos.com* in the Investor Relations section.

Why am I receiving this Proxy Statement?

You have been sent this Proxy Statement because you were a stockholder, or held Company stock through a broker, bank or other third party, at the close of business on February 3, 2009, the record date for stockholders entitled to vote at the Annual Meeting.

What proposals will be considered at the Annual Meeting?

At the Annual Meeting, stockholders will be asked to consider and act upon the following proposals:

1. The election of A. Thomas Bender, Michael H. Kalkstein, Jody S. Lindell, Moses Marx, Donald Press, Steven Rosenberg, Allan E. Rubenstein, M.D., Robert S. Weiss and Stanley Zinberg, M.D. to the Board;

2. The approval of the amendment and restatement of the Amended 2007 Long-Term Incentive Plan;

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3. The approval of the amendment and restatement of the Amended 2006 Long-Term Incentive Plan for Non-Employee Directors;

4. The ratification of the Audit Committee s appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2009; and

5. The transaction of any other business that may properly come before the Annual Meeting or any adjournments or postponements thereof.

We are not aware of any other business to be brought before the meeting. If any additional business is properly brought before the meeting, the designated officers will vote in accordance with their best judgment.

The Board recommends a vote FOR each of the nominees for director, FOR the amendment and restatement of the Amended 2007 Long-Term Incentive Plan, FOR the amendment and restatement of the Amended 2006 Long-Term Incentive Plan for Non-Employee Directors and FOR the ratification of KPMG LLP as our independent registered public accounting firm.

Who is entitled to vote at the Annual Meeting?

We have set February 3, 2009 as the Record Date for this year s Annual Meeting. All stockholders who owned our stock at the close of business on the Record Date are entitled to this notice and to vote at the Annual Meeting and any adjournments or postponements thereof.

As of the Record Date, there were 45,520,027 shares of our common stock outstanding and entitled to vote at the Annual Meeting.

How many votes do I have?

Each outstanding share of our common stock is entitled to one vote at the Annual Meeting. You have one vote per share that you owned at the close of business on the Record Date.

How do I vote my shares?

As a stockholder, you can vote your shares in person at the Annual Meeting or vote by proxy. If you wish to vote by proxy, you can complete the attached proxy card and return it by mail in the envelope provided. Alternatively, many of our stockholders now have the option to vote their shares by telephone or via the internet. If phone or internet voting is available to you, instructions for voting by phone or through the internet will be included on your proxy card.

What happens if I vote my shares by proxy?

When you return a completed proxy card, or vote your shares by telephone or internet, you authorize our officers listed on the proxy card to vote your shares on your behalf as you direct.

If you sign and return a proxy card, but do not provide instructions on how to vote your shares, the designated officers will vote on each of the presented proposals on your behalf as follows:

Shares will be voted *FOR* each of the individuals nominated to serve as directors;

Shares will be voted *FOR* the amendment and restatement of the Amended 2007 Long-Term Incentive Plan;

Shares will be voted *FOR* the amendment and restatement of the Amended 2006 Long-Term Incentive Plan for Non-Employee Directors; and

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Shares will be voted *FOR* ratification of the Audit Committee s appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2009.

Can I change or revoke my vote after I return my proxy card or voting instructions?

If you choose to vote your shares by proxy, you may revoke or change your proxy instructions at any time prior to the casting of votes at the Annual Meeting by taking any of the following actions:

Execute and submit a new proxy card, or submit new voting instructions through telephonic or internet voting, if available to you; or

Notify Carol R. Kaufman, Secretary of our company, in writing that you wish to revoke your proxy; or

Attend the Annual Meeting and vote your shares in person.

Attending the Annual Meeting in person will not automatically revoke your proxy.

Who pays for the proxy solicitation and how will the Company solicit votes?

We pay all costs associated with the solicitation of proxies. We will also pay any costs incurred by brokers and other fiduciaries to forward proxy solicitation materials to beneficial owners.

Proxies may be solicited by us on behalf of the Board by mail or in person, by telephone or via facsimile or e-mail. Proxies may be solicited on our behalf by any of our directors, officers or employees. Additionally, we have retained the firm of D.F. King & Co., Inc. to assist with the solicitation of proxies and will pay a fee of $14,500 for this service, plus reasonable costs and expenses.

How many votes must be present to hold the Annual Meeting?

In order to conduct business and have a valid vote at the Annual Meeting a quorum must be present in person or represented by proxies. A quorum is defined as a majority of the shares outstanding on the Record Date and entitled to vote. In accordance with our Amended and Restated Bylaws, or Bylaws, and Delaware law, broker non-votes and proxies reflecting abstentions will be considered present and entitled to vote for purposes of determining whether a quorum is present.

What are Broker Non-Votes ?

Broker non-votes occur when a broker withholds its vote on behalf of shares it holds for a beneficial owner. Shares held in a broker s name may be voted by the broker, but only in accordance with the rules of the New York Stock Exchange, or the NYSE. Under those rules, the broker must follow the instructions of the beneficial owner. If instructions are not provided, NYSE rules determine whether the broker may vote the shares based on its own judgment or is required to withhold its vote, and the determination depends on the proposal being voted on.

How many votes are required to approve the proposals?

Directors will be elected by a *plurality* of the votes cast. The nine nominees with the greatest number of FOR votes will be elected as directors. Votes withheld and broker non-votes will have no effect on the election of directors.

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The approval of the amendment and restatement of the Amended 2007 Long-Term Incentive Plan, the approval of the amendment and restatement of the Amended 2006 Long-Term Incentive Plan for Non-Employee Directors and ratification of KPMG LLP as our independent registered public accounting firm each require the affirmative vote of a *majority* of the shares represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal. Abstentions will be treated as votes against the proposal. Broker non-votes will be treated as though they are not entitled to vote and will not affect the outcome of the proposal.

Detailed information regarding each of the proposals to be presented at the 2009 Annual Meeting, and the means for stockholders to present proposals to be considered at the 2010 Annual Meeting, are presented on the following pages. Additional information about us, our Board and its committees, equity ownership, compensation of officers and directors and other matters can be found in *Ownership of the Company* starting at page 6.

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STOCKHOLDER NOMINATIONS AND PROPOSALS FOR THE 2010 ANNUAL MEETING

Stockholder Proposals for Inclusion in the 2010 Proxy Statement

Stockholders wishing to present proposals for inclusion in our Proxy Statement for the 2010 Annual Meeting under Rule 14a-8 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, must submit their proposals to us no later than October 12, 2009. Proposals should be sent to Carol R. Kaufman, Secretary, The Cooper Companies, Inc., 6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588.

Other Proposals and Stockholder Nominations for Director

Our Bylaws provide that stockholders who wish to nominate a director or propose other business to be brought before the stockholders at the Annual Meeting must notify the company s Secretary in writing no earlier than the close of business on the 120th day prior to the anniversary date of the prior year s annual meeting and no later than the close of business on the 90th day prior to the anniversary date of the prior year s annual meeting.

For the 2010 Annual Meeting, stockholders wishing to present proposals for consideration under these provisions must submit their nominations or proposals not earlier than November 18, 2009 and not later than December 18, 2009 in order to be considered. If, however, the date of the 2010 Annual Meeting is more than 30 days before or more than 70 days after March 18, 2010, stockholders must submit such nominations or proposals not earlier than the close of business on the 120th day prior to the meeting and not later than the close of business on the later of the 90th day prior to the meeting or the 10th day following the date on which public disclosure of the date of the meeting is first made by us). In addition, with respect to nominations for directors, if the number of directors to be elected at the 2010 Annual Meeting is increased and there is no public announcement by us naming all of the nominees for director or specifying the size of the increased Board at least 100 days prior to March 18, 2010, notice will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to the Secretary at our principal executive offices not later than the close of business on the 10th day following the day on which such public announcement is first made by us. Nominations or proposals should be submitted, in writing, to Carol R. Kaufman, Secretary, The Cooper Companies, Inc., 6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588. A stockholder s notice to nominate a director or bring any other business before the 2010 Annual Meeting must set forth certain information specified in our Bylaws.

In addition, the Nominating Committee of the Board will consider suggestions from stockholders for nominees for election as directors to be presented at the 2010 Annual Meeting. The person proposing the nominee must be a stockholder entitled to vote at the 2010 Annual Meeting, and the nomination must be made pursuant to timely notice. Submitted proposals must be received between November 18, 2009 and December 18, 2009, and should include: 1) the nominee s written consent to being named in the Proxy Statement as a nominee and to serve as a director if elected, 2) the name and address of the stockholder submitting the proposal or beneficial owner on whose behalf the proposed candidate is being suggested for nomination, and 3) the class and number of our stock owned beneficially and of record by the stockholder or beneficial owner submitting the nomination. The Nominating Committee will consider nominees suggested by stockholders on the same terms as nominees selected by the Nominating Committee.

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OWNERSHIP OF THE COMPANY

Principal Securityholders

The following table contains information regarding ownership of outstanding shares of our common stock by all individuals or groups who have advised us that they own more than five percent (5%) of our outstanding shares.

Name of Beneficial Owner	Common Stock Beneficially Owned as of December 31, 2008	
	Number of Shares	Percentage of Shares
Manning & Napier Advisors, Inc. (1) 290 Woodcliff Drive Fairport, NY 14450	3,693,434	8.22%
Invesco Ltd. (2) 1360 Peachtree Street NE Atlanta, GA 30309	3,183,090	7.08%
Shapiro Capital Management LLC (3) 3060 Peachtree Road N.W., Suite 1555 Atlanta, GA 30305	3,102,896	6.90%
Wellington Management Company, LLP (4) 75 State Street Boston, MA 02109	2,479,100	5.52%
M&G Investment Management Limited (5) Governor s House Laurence Pountney Hill London EC4R 0HH United Kingdom	2,315,658	5.15%

(1) Based on information disclosed in a Schedule 13G/A filed by Manning & Napier Advisors, Inc. on February 8, 2008. According to this Schedule 13G/A, Manning & Napier beneficially owns and has the sole power to direct the disposition of 3,693,434 shares, and the sole power to vote or direct the vote of 3,186,434 of these shares.

(2) Based on information disclosed in a Schedule 13G filed by Invesco Limited on February 13, 2008. According to this Schedule 13G, PowerShares Capital Management LLC, a wholly owned subsidiary of Invesco Limited, beneficially owns and has the sole power to direct the disposition and to vote or direct the vote of 3,592 of these shares; AIM Advisors, Inc., a wholly owned subsidiary of Invesco Limited, beneficially owns and has the sole power to direct the disposition and to vote or direct the vote of 243,672 of these shares; AIM Capital Management, Inc., a wholly owned subsidiary of Invesco Limited, beneficially owns and has the sole power to direct the disposition and to vote or direct the vote of 50,364 of these shares; Invesco Asset Management Limited, a wholly owned subsidiary of Invesco Limited, beneficially owns and has the sole power to direct the disposition and to vote or direct the vote of 53,700 of these shares; Invesco Asset Management Ireland Limited, a wholly owned subsidiary of Invesco Limited, beneficially owns and has the sole power to direct the disposition and to vote or direct the vote of 11,500 of these shares; Invesco National Trust Company, a wholly owned subsidiary of Invesco Limited, beneficially owns and has the sole power to direct the disposition and to vote or direct the vote of 350 of these shares; and AIM Funds Management, Inc., a wholly owned subsidiary of Invesco Limited, beneficially owns and has the sole power to direct the disposition and to vote or direct the vote of 2,819,912 of these shares.

(3) Based on information disclosed in a Schedule 13G/A filed by Shapiro Capital Management LLC on February 8, 2008. According to this Schedule 13G/A, Shapiro Capital Management

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beneficially owns and has the sole power to direct the disposition of 3,102,896 shares, the sole power to vote or direct the vote of 2,495,193 of these shares, and the shared power to vote or direct the vote of 572,703 of these shares.

(4) Based on information disclosed in a Schedule 13G filed by Wellington Management Company LLP on February 14, 2008. According to this Schedule 13G, Wellington Management Company LLP beneficially owns 2,479,100 shares and has the shared power to direct the disposition of 2,458,600 shares and the shared power to vote or direct the vote of 1,723,100 shares.

(5) Based on information disclosed in a Schedule 13G/A filed by M&G Investment Management Limited on February 7, 2008. According to this Schedule 13G/A, M&G Investment Management beneficially owns and has the shared power to direct the disposition and to vote or direct the vote of these 2,315,658 shares. M&G Investment Funds, an investment advisory client of M&G Investment Management Limited, beneficially owns and has the shared power to direct the disposition and to vote or direct the vote of 2,315,000 of these shares.

Securities Held by Management

The following table contains information regarding ownership of our common stock by each of our current directors, the executives named in the Summary Compensation Table and all of the current directors and executive officers as a group.

	Common Stock Beneficially Owned as of December 31, 2008	
Name of Beneficial Owner	**Number of Shares**	**Percentage of Shares**
A. Thomas Bender	321,760 (1)	*
Michael H. Kalkstein	80,266 (2)	*
Carol R. Kaufman	192,166 (3)	*
Jody S. Lindell	7,767(4)	*
Moses Marx	139,532 (5)	*
Eugene J. Midlock	30,000 (6)	*
Donald Press	142,549 (7)	*
Paul L. Remmell	78,250 (8)	*
Steven Rosenberg	109,704 (9)	*
Allan E. Rubenstein, M.D.	47,904 (10)	*
John A. Weber	23,788 (11)	*
Robert S. Weiss	302,140 (12)	*
Stanley Zinberg, M.D.	77,454 (13)	*
All current directors and executive officers as a group (20 persons)	1,691,900	3.75%

* Less than 1%.

(1) Includes 3,600 restricted shares granted to Mr. Bender pursuant to the terms of the 2006 Long-Term Incentive Plan for Non-Employee Directors, or the 2006 Directors Plan. Mr. Bender has sole voting power with respect to those 3,600 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 249,000 shares which Mr. Bender could acquire upon the exercise of currently exercisable stock options.

(2)

Includes 4,600 restricted shares granted to Mr. Kalkstein pursuant to the terms of the 2006 Directors Plan and 1,000 restricted shares granted to Mr. Kalkstein pursuant to the terms of the 1996 Directors Plan. Mr. Kalkstein has sole voting power with respect to these 5,600 shares; however, disposition is restricted pursuant to the terms of the 1996 Directors Plan and the 2006 Directors Plan. Also includes 63,000 shares which Mr. Kalkstein could acquire upon the exercise of currently exercisable stock options.

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(3) Includes 178,500 shares which Ms. Kaufman could acquire upon the exercise of currently exercisable stock options.

(4) Includes 5,267 restricted shares granted to Ms. Lindell pursuant to the terms of the 2006 Directors Plan. Ms. Lindell has sole voting power with respect to those 5,267 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Ms. Lindell s exerciseable stock options and shares subject to restrictions are held by the Matthews-Lindell Family Trust, an estate planning trust in which Ms. Lindell maintains 50% or greater control.

(5) Includes 4,600 restricted shares granted to Mr. Marx pursuant to the terms of the 2006 Directors Plan and 1,000 restricted shares granted to Mr. Marx pursuant to the terms of the 1996 Directors Plan. Mr. Marx has sole voting power with respect to these 5,600 shares; however, disposition is restricted pursuant to the terms of the 1996 Directors Plan and the 2006 Directors Plan. Also includes 35,000 shares which Mr. Marx could acquire upon the exercise of currently exercisable stock options.

(6) Includes 25,000 shares which Mr. Midlock could acquire upon the exercise of currently exercisable stock options.

(7) Includes 4,600 restricted shares granted to Mr. Press pursuant to the terms of the 2006 Directors Plan and 1,000 restricted shares granted to Mr. Press pursuant to the terms of the 1996 Directors Plan. Mr. Press has sole voting power with respect to these 5,600 shares; however, disposition is restricted pursuant to the terms of the 1996 Directors Plan and the 2006 Directors Plan. Also includes 105,000 shares which Mr. Press could acquire upon the exercise of currently exercisable stock options.

(8) Includes 78,250 shares which Mr. Remmell could acquire upon the exercise of currently exercisable stock options.

(9) Includes 4,600 restricted shares granted to Mr. Rosenberg pursuant to the terms of the 2006 Directors Plan and 1,000 restricted shares granted to Mr. Rosenberg pursuant to the terms of the 1996 Directors Plan. Mr. Rosenberg has sole voting power with respect to these 5,600 shares; however, disposition is restricted pursuant to the terms of the 1996 Directors Plan and the 2006 Directors Plan. Also includes 95,000 shares which Mr. Rosenberg could acquire upon the exercise of currently exercisable stock options.

(10) Includes 4,600 restricted shares granted to Dr. Rubenstein pursuant to the terms of the 2006 Directors Plan and 1,000 restricted shares granted to Dr. Rubenstein pursuant to the terms of the 1996 Directors Plan. Dr. Rubenstein has sole voting power with respect to these 5,600 shares; however, disposition is restricted pursuant to the terms of the 1996 Directors Plan and the 2006 Directors Plan. Also includes 37,800 shares which Dr. Rubenstein could acquire upon the exercise of currently exercisable stock options.

(11) Includes 22,250 shares which Mr. Weber could acquire upon the exercise of currently exercisable stock options.

(12) Includes 5,108 shares held on account for Mr. Weiss under our 401(k) Savings Plan and 205,500 shares which Mr. Weiss could acquire upon the exercise of currently exercisable stock options.

(13) Includes 4,600 restricted shares granted to Dr. Zinberg pursuant to the terms of the 2006 Directors Plan and 1,000 restricted shares granted to Dr. Zinberg pursuant to the terms of the 1996 Di