

COOPER TIRE & RUBBER CO  
 Form 4  
 February 15, 2006

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 KLINE JAMES E

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.

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 V. P., Gen. Counsel & Sec.

(Street)

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

FINDLAY, OH 45840

(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 Ownership (Instr. 4)
Common Stock	02/14/2006		A	2,787 A \$ 0	8,608 <sup>(1)</sup>	I	RSU Account
Common Stock					550	D	
Common Stock					250 <sup>(2)</sup>	I	Wife
Common Stock					305.51 <sup>(3)</sup>	I	401(K)Plan

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 14.4	02/14/2006		A	14,555	02/05/2007 <sup>(4)</sup> 02/15/2016	common stock 14,555

## Reporting Owners

Reporting Owner Name / Address	Relationships
KLINE JAMES E COOPER TIRE & RUBBER COMPANY 701 LIMA AVE. FINDLAY, OH 45840	Director 10% Owner Officer Other V. P., Gen. Counsel & Sec.

## Signatures

/s/ James E. Kline 02/15/2006

\*\*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) Adjusted to reflect receipt of dividend equivalents in transactions exempt pursuant to Rule 16a-11.
- (2) The reporting person disclaims beneficial ownership of the shares held by his wife, and this report shall not be deemed an admission that the reporting person is the owner of such shares for purposes of Section 16 or any other purpose.
- (3) Adjusted to reflect total units held in 401(k) Plan as of 02/14/2006.
- (4)

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The option becomes exercisable to the extent of 25% of the shares covered thereby on each anniversary of the date of grant over a four-year period.

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.