

COOPER INDUSTRIES LTD
Form 3/A
March 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | |
|---|---|---|--|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KOLE STEPHEN M</p> <p>(Last) (First) (Middle)</p> <p>600 TRAVIS,Â SUITE 5800</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77002</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/14/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COOPER INDUSTRIES LTD [CBE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Treasurer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>02/23/2006</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Shares | 69 ⁽¹⁾ | I | 401 K Plan Trustee |
| Class A Common Shares | 1,837 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|-----------------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option | 02/13/2004 | 02/13/2011 | Class A Common shares | 5,300 | \$ 46.1 | D | Â |
| Employee Stock Option | 02/28/2005 | 02/29/2012 | Class A Common shares | 7,000 | \$ 35.21 | D | Â |
| Employee Stock Option | Â ⁽²⁾ | 02/10/2011 | Class A Common shares | 2,900 | \$ 55.64 | D | Â |
| Employee Stock Option | Â ⁽³⁾ | 02/08/2012 | Class A Common shares | 4,800 | \$ 70.94 | D | Â |
| Employee Stock Option | Â ⁽⁴⁾ | 02/13/2013 | Class A Common shares | 4,000 | \$ 82.38 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOLE STEPHEN M 600 TRAVIS SUITE 5800 HOUSTON, TX 77002 | Â | Â | Â Treasurer | Â |

Signatures

Attorney-in-Fact 03/17/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares acquired under the Company's Savings and Stock Ownership Plan.

(2) Option granted under the Company's Stock Incentive Plan; exercisable to the extent of one-third on or after February 10, 2005; two-thirds on or after February 10, 2006; and in full on or after February 10, 2007.

(3) Option granted under the Company's Stock Incentive Plan; exercisable to the extent of one-third on or after February 08, 2006; two-thirds on or after February 08, 2007; and in full on or after February 08, 2008.

(4) Option granted under the Company's Stock Incentive Plan; exercisable to the extent of one-third on or after February 13, 2007; two-thirds on or after February 13, 2008; and in full on or after February 13, 2009.

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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