#### **COOPER INDUSTRIES LTD**

Form 4/A March 17, 2006

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Reed John B			2. Issuer Name and Ticker or Trading Symbol COOPER INDUSTRIES LTD [CBE]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction			(Check all applicable)					
600 TRAVIS, SUITE 5800			(Month/Day/Year) 02/13/2006					Director 10% Owner X Officer (give title Other (specify below) Vice President, Taxes			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 02/15/2006					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
HOUSTON, TX 77002			02/13/2000								
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	emed on Date, if 'Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	)	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 Beneficial Ownership (Instr. 4)	
Class A Common Shares								68 <u>(1)</u>	I	401 K Plan Trustee	
Class A Common Shares								1,500	D		

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

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.

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# 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. Transact Code (Instr. 8)	5. Number ion 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)	
				Code V	v (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 82.38	02/13/2006		A	6,000	(2)	02/13/2013	Class A Common Stock	6,000

# **Reporting Owners**

Director 10% Owner Officer Other

Reed John B 600 TRAVIS SUITE 5800 HOUSTON, TX 77002

Vice President, Taxes

## **Signatures**

Attorney-in-Fact 03/17/2006

\*\*Signature of Reporting Date 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) Includes 68 shares acquired from September 2, 2005 to February 13, 2006 under the Company's Savings and Stock Ownership Plan.
- 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. 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.

Reporting Owners 2