

COOPER INDUSTRIES LTD
Form 4
March 28, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BAJENSKI RICHARD J

(Last) (First) (Middle)
600 TRAVIS, SUITE 5800
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COOPER INDUSTRIES LTD [CBE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Investor & Public Affairs

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Common shares					2,620 ⁽¹⁾	I	401 K Plan Trustee
Class A Common shares	03/27/2006		M	2,200 A \$ 45.06	26,893	D	
Class A Common shares	03/27/2006		M	2,700 A \$ 56.63	29,593	D	
Class A Common	03/27/2006		M	5,000 A \$ 43.47	34,593	D	

Edgar Filing: COOPER INDUSTRIES LTD - Form 4

shares

Class A Common shares	03/27/2006	M	5,000	A	\$ 37.94	39,593	D
Class A Common shares	03/27/2006	S	859	D	\$ 86.6002	38,734	D
Class A Common shares	03/27/2006	M	5,800	A	\$ 46.1	44,534	D
Class A Common shares	03/27/2006	S	3,500	D	\$ 86.6002	41,034	D
Class A Common shares	03/27/2006	M	13,500	A	\$ 35.21	54,534	D
Class A Common shares	03/27/2006	S	10,800	D	\$ 86.6002	43,734	D
Class A Common shares	03/27/2006	M	6,800	A	\$ 37.31	50,534	D
Class A Common shares	03/27/2006	S	6,800	D	\$ 86.6002	43,734	D
Class A Common shares	03/27/2006	M	3,000	A	\$ 55.64	46,734	D
Class A Common shares	03/27/2006	S	3,000	D	\$ 86.6002	43,734	D
Class A Common shares	03/27/2006	M	1,266	A	\$ 70.94	45,000	D
Class A Common shares	03/27/2006	S	1,266	D	\$ 86.6002	43,734	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Edgar Filing: COOPER INDUSTRIES LTD - Form 4

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 45.06	03/27/2006		M	2,200	02/11/2000	02/11/2007	Class A Common shares	2,200
Employee Stock Option	\$ 56.63	03/27/2006		M	2,700	02/10/2001	02/10/2008	Class A Common shares	2,700
Employee Stock Option	\$ 43.47	03/27/2006		M	5,000	02/09/2002	02/09/2009	Class A Common shares	5,000
Employee Stock Option	\$ 37.94	03/27/2006		M	5,000	02/08/2003	02/08/2010	Class A Common shares	5,000
Employee Stock Option	\$ 46.1	03/27/2006		M	5,800	02/13/2004	02/13/2011	Class A Common shares	5,800
Employee Stock Option	\$ 35.21	03/27/2006		M	13,500	02/28/2005	02/29/2012	Class A Common shares	13,500
Employee Stock Option	\$ 37.31	03/27/2006		M	6,800	02/11/2006	02/11/2008	Class A Common shares	6,800
Employee Stock Option	\$ 55.64	03/27/2006		M	3,000	02/10/2005 ⁽²⁾	02/10/2011	Class A Common shares	3,000
Employee Stock Option	\$ 70.94	03/27/2006		M	1,266	02/08/2006 ⁽³⁾	02/08/2012	Class A Common shares	1,266

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAJENSKI RICHARD J
600 TRAVIS, SUITE 5800
HOUSTON, TX 77002

VP, Investor & Public Affairs

Signatures

Attorney-in-Fact 03/28/2006

 **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 59 shares acquired from February 11, 2006 to March 27, 2006 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.

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.