

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-05**  
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### ISSUER

#### COOPER CAMERON CORP

CIK: **941548** | IRS No.: **760451843** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3533** Oil & gas field machinery & equipment

Mailing Address  
1333 WEST LOOP SOUTH  
STE 1700  
HOUSTON TX 77027

Business Address  
1333 WEST LOOP SOUTH  
STE 1700  
HOUSTON TX 77027  
7135133322

### REPORTING OWNER

#### SCHMITT JANE L

CIK: **1206998**  
Type: **4** | Act: **34** | File No.: **001-13884** | Film No.: **06815369**

Mailing Address  
C/O COOPER CAMERON  
1333 WEST LOOP S. #1700  
HOUSTON TX 77027

Business Address  
C/O COOPER CAMERON  
1333 WEST LOOP S. #1700  
BOUSTON TX 77027  
7135133322

# 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

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. Name and Address of Reporting Person <b>SCHMITT JANE L</b>			2. Issuer Name and Ticker or Trading Symbol <b>COOPER CAMERON CORP [CAM]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President, HR</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/05/2006</b>					
1333 WEST LOOP SOUTH, SUITE 1700			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>HOUSTON, TX 77027</b>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/05/2006		<u>M</u>		26,478	A	\$26.86	71,432	D	
Common Stock	05/05/2006		<u>M</u>		10,684	A	\$25.155	82,116	D	
Common Stock	05/05/2006		<u>S</u>		37,162	D	\$53.3042	44,954	D	
Common Stock								1,576	I	by Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy)	\$25.155	05/05/2006		<u>M</u>		10,684		11/22/2005	11/22/2014	Common Stock	10,684	21,368	D	

Non-Qualified Stock Option (right to buy)	\$26.86	05/05/2006		<u>M</u>		26,478	11/13/2003	11/13/2010	Common Stock	26,478	\$26.86	0	D
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**Signatures**

Jane C. Schmitt

\*\* Signature of Reporting Person

05/08/2006

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**