

KLINE JAMES E  
Form 4  
March 06, 2008

**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)  
03/04/2008

\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 03/04/2008                           |  | S                              | 200 D \$ 17.08  | 6,792   | I  | RSU Account                       |
| Common Stock                    | 03/04/2008                           |  | S                              | 400 D \$ 17.09  | 6,392   | I  | RSU Account                       |
| Common Stock                    | 03/04/2008                           |  | S                              | 900 D \$ 17.1   | 5,492   | I  | RSU Account                       |
| Common Stock                    | 03/05/2008                           |  | S                              | 1,523 D \$ 17.4   | 3,969   | I  | RSU Account                       |
| Common Stock                    |                                      |  |                                |   | 4,075 <sup>(1)</sup>  | I  | RSU Account                       |

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|              |                         |   |        |
|--------------|-------------------------|---|--------|
| Common Stock | 322.5098 <sup>(2)</sup> | I | 401(k) |
| Common Stock | 250                     | I | Wife   |
| Common Stock | 550                     | 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)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

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

## Signatures

/s/Jack Jay McCracken Attorney-in-fact for James E. Kline

03/06/2008

\_\_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) The 3,023 shares sold above were issued to Reporting Person upon vesting of RSU's. The total was adjusted to reflect a dividend equivalent received since Reporting Person's last report.
- (2) Adjusted to reflect ongoing acquisitions under the 401(k) plan since Reporting Person's last report.

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.