

COOPER TIRE & RUBBER CO

Form 8-K

June 20, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 16, 2006

Cooper Tire & Rubber Company

(Exact name of registrant as specified in its charter)

Delaware

01-04329

34-297750

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

701 Lima Avenue, Findlay, Ohio

45840

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (419) 423-1321

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement

Dick Stephens has agreed to remain in a consultant role with Cooper Tire & Rubber Company through the end of 2006 in order to provide for a smooth transition after his planned retirement, which was previously reported in the Current Report on Form 8-K filed on June 1, 2006. Mr. Stephens will resign from his position as Vice President and President, North American Tire Division effective July 1, 2006. During the interim time period, Mr. Stephens will continue to receive his current level of compensation and benefits.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Number</u> | <u>Exhibit</u> |
|---------------|---------------------------------------|
| 99.1 | Letter Agreement dated June 16, 2006. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COOPER TIRE & RUBBER
COMPANY

By: /s/ James E. Kline

Name: James E. Kline

Title: Vice President, General
Counsel and Secretary

Dated: June 20, 2006

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