

COOPER CAMERON CORP

Form 8-K

April 25, 2005

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**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) April 25, 2005

Cooper Cameron Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-13884	76-0451843
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1333 West Loop South, Suite 1700, Houston, Texas 77027

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (713) 513-3300

Not Applicable

(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:

- 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 2.02. Results of Operations and Financial Condition.

Item 9.01. Financial Statements and Exhibits.

SIGNATURE

EXHIBIT INDEX

Press Release

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Item 2.02. Results of Operations and Financial Condition.

On April 25, 2005, Cooper Cameron Corporation issued a press release announcing its results of the first quarter ended March 31, 2005. The press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this item.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

The following are being furnished as exhibits to this report:

Exhibit

Number

Exhibit Title or Description

Exhibit 99.1	Press Release of Cooper Cameron Corporation, dated April 25, 2005	Cooper Cameron First Quarter Earnings Per Share \$0.53 vs. \$0.31 Last Year.
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Exhibit 99.1 to this report contains non-GAAP financial measures as defined in Item 10 of Regulation S-K of the Securities Exchange Act of 1934, as amended. The non-GAAP financial measures reflect earnings before interest, taxes, depreciation and amortization expense (EBITDA) and free cash flow. A reconciliation of EBITDA and free cash flow to the most directly comparable financial measures calculated and presented in accordance with Generally Accepted Accounting Principles in the United States (GAAP) is included as an attachment to the press release. The Company believes the presentation of EBITDA and free cash flow is useful to the Company s investors because EBITDA and free cash flow are appropriate measures of evaluating the Company s operating performance and liquidity that reflect the resources available for strategic opportunities including, among others, investing in the business, strengthening the balance sheet, repurchasing the Company s securities and making strategic acquisitions. In addition, EBITDA and free cash flow is a widely used benchmark in the investment community.

The presentation of this additional information is not meant to be considered in isolation or as a substitute for the Company s financial results prepared in accordance with GAAP.

SIGNATURE

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 thereunto duly authorized.

COOPER CAMERON CORPORATION

By: /s/ Franklin Myers

Franklin Myers
Senior Vice President of Finance
and Chief Financial Officer

Date: April 25, 2005

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**Cooper Cameron Corporation
Current report on Form 8-K
Dated April 25, 2005**

EXHIBIT INDEX

Exhibit Number	Exhibit Title or Description
Exhibit 99.1	Press Release of Cooper Cameron Corporation, dated April 25, 2005 Earnings Per Share \$0.53 vs. \$0.31 Last Year. Cooper Cameron First Quarter