

COOPER TIRE & RUBBER CO

Form S-8 POS

December 30, 2004

As filed with the Securities and Exchange Commission on December 30, 2004

Registration No. 333-84793

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**COOPER TIRE & RUBBER
COMPANY**

(Exact Name of Registrant as
Specified in Its Charter)

Delaware

34-4297750

(State or Other Jurisdiction of
Incorporation or
Organization)

(I.R.S. Employer
Identification No.)

701 Lima Avenue
Findlay, Ohio 45840

(Address of Principal Executive
Offices) (Zip Code)

**COOPER TIRE & RUBBER COMPANY
PRE-TAX SAVINGS PLAN AT THE AUBURN PLANT
(Full Title of the Plan)**

James E. Kline, Esq.
Vice President, General Counsel
and Secretary
Cooper Tire & Rubber Company
701 Lima Avenue

Findlay, Ohio 45840

(Name and Address of Agent for
Service)

(419) 423-1321

(Telephone Number, Including
Area Code, of Agent For Service)

This Post-Effective Amendment No. 1 is being filed solely to
remove from registration securities that were registered and will not be issued.

This Post-Effective Amendment No. 1 to the Registration Statement shall become effective upon filing
with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933.

Part II

Termination of Registration

Cooper Tire & Rubber Company (the Registrant) filed its Registration Statement No. 333-84793 on Form S-8 (the Registration Statement) with the Securities and Exchange Commission on August 9, 1999 with respect to the registration of 130,000 of the Company's Common Shares, \$1 par value per share (the Common Shares), which were to be issued to employees under the Registrant's Pre-Tax Savings Plan at the Auburn Plant (the Plan).

The Company will no longer issue Common Shares under the Plan. Pursuant to the undertaking included in the Registration Statement, this Post-Effective Amendment No. 1 is being filed to remove from registration the Common Shares that have not been issued under the Plan and, accordingly, remain unsold upon termination of the offering pursuant to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-84793 on Form S-8 (Post-Effective Amendment No. 1) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Findlay, State of Ohio, on December 23, 2004.

COOPER TIRE & RUBBER COMPANY

By: /s/ Philip G. Weaver
Philip G. Weaver, Vice President and
Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been executed by the following persons in the capacities indicated as of December 23, 2004.

Signature	Title
<hr/> /s/ Thomas A. <hr/>	
Thomas A. Dattilo *	Chairman of the Board, President, Chief Executive Officer and Director (principal executive officer)
Philip G. Weaver *	Vice President and Chief Financial Officer (principal financial officer)
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Eileen B. White *	Corporate Controller (principal accounting officer)
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Arthur H. Aronson /s/ Laurie B. Breininger	Director
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Laurie B. Breininger *	Director
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Dennis J. Gormley	

<hr/> <u>/s/ John J. Holland</u> <hr/>	Director
<hr/> <u>John J. Holland</u> *	Director
<hr/> <u>John F. Meier</u> *	Director
<hr/> <u>Byron O. Pond</u> *	Director
<hr/> <u>John H. Shuey</u> <u>/s/ Richard L. Wambold</u> <hr/>	Director

Richard L. Wambold

*Thomas A. Dattilo, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 on behalf of the above indicated director thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

December 23, 2004

By: /s/ Thomas A. Dattilo
Thomas A. Dattilo, Attorney-in-Fact

The Pre-Tax Savings Plan at the Auburn Plant. Pursuant to the requirements of the Securities Act, the plan administrator has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Findlay, State of Ohio, on December 23, 2004.

PRE-TAX SAVINGS PLAN AT THE
AUBURN PLANT

By: /s/ Philip G. Weaver
Philip G. Weaver

By: Stephen O. Schroeder
Stephen O. Schroeder

By: Charles F. Nagy
Charles F. Nagy

As members of the Pre-Tax Savings Plan Committee