

COOPER TIRE & RUBBER CO

Form 11-K

June 21, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 11-K
ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2005
Commission File No. 1-4329
Cooper Tire & Rubber Company
Pre-Tax Savings Plan (Texarkana)
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.)
Lima and Western Avenues, Findlay, Ohio 45840	
(Address of principal executive offices)	
(Zip code)	
(419) 423-1321	
(Registrant's telephone number, including area code)	

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Cooper Tire & Rubber Company
Pre-Tax Savings Plan (Texarkana)

ITEM 1. Not applicable.

ITEM 2. Not applicable.

ITEM 3. Not applicable.

ITEM 4. FINANCIAL STATEMENTS OF THE PLAN

The Financial Statements of the Cooper Tire & Rubber Company Pre-Tax Savings Plan (Texarkana) for the fiscal year ended December 31, 2005, together with the report of Ernst & Young LLP, independent auditors, are attached to this Annual Report on Form 11-K. The Financial Statements and the notes thereto are presented in lieu of the financial statements required by items 1, 2 and 3 of Form 11-K and were prepared in accordance with the financial reporting requirements of the Employee Retirement Income Security Act of 1974.

EXHIBITS:

(23) Consent of Independent Registered Public Accounting Firm

(99) Certification Pursuant To 18 U.S.C. § 1350

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this Annual Report to be signed by the undersigned, thereunto duly authorized.

COOPER TIRE & RUBBER
COMPANY

/s/ Philip G. Weaver

PHILIP G. WEAVER
Vice President and Chief Financial
Officer
Plan Administrator

Date: June 21, 2006

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Report of Independent Registered Public Accounting Firm

The Pre-Tax Savings Plan Committee

Cooper Tire & Rubber Company

Pre-Tax Savings Plan (Texarkana)

We have audited the accompanying statements of net assets available for benefits of the Cooper Tire & Rubber Company Pre-Tax Savings Plan (Texarkana) (the Plan) as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting, as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2005 and 2004, and the changes in its net assets available for benefits for the year ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2005 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/ s / Ernst & Young LLP

June 2, 2006

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Cooper Tire & Rubber Company
Pre-Tax Savings Plan (Texarkana)
Statements of Net Assets Available for Benefits

	December 31	
	2005	2004
Investments, at market or contract value:		
Interest in investment trust	\$20,702,895	\$22,815,371
Mutual funds and common stock	8,044,773	7,140,997
Participant loans	2,074,251	1,632,839
	30,821,919	31,589,207
Cash, non-interest-bearing	161,777	133,510
Receivables:		
Participant contributions	58,898	62,588
Employer contributions		1,106,388
Interest receivable	9	10
Net assets available for benefits	\$31,042,603	\$32,891,703

See accompanying notes.

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Cooper Tire & Rubber Company
Pre-Tax Savings Plan (Texarkana)
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2005

Additions

Investment income (<i>Notes 3 and 4</i>):	
Interest and dividends	\$ 1,006,264
Contributions:	
Participant	3,199,844
Total additions	4,206,108
Deductions	
Net depreciation in fair value of investments	4,088,156
Participant withdrawals	1,966,964
Other	88
Total deductions	6,055,208
Net decrease	(1,849,100)
Net assets available for benefits:	
Beginning of year	32,891,703
End of year	\$ 31,042,603

See accompanying notes.

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Cooper Tire & Rubber Company
Pre-Tax Savings Plan (Texarkana)
Notes to Financial Statements
December 31, 2005

1. Description of Plan

The following description of Cooper Tire & Rubber Company Pre-Tax Savings Plan (Texarkana) (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, as amended and restated effective January 1, 2001, is a defined contribution plan covering all hourly employees who have completed 30 days of continuous credited service and are covered by the collective bargaining agreement between the United Steelworkers of America Local #752 and Cooper Tire & Rubber Company (the Company and Plan Administrator). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 15% of their pretax compensation. Participants may direct their contributions to any of the Plan's investment fund options.

The Company contributions to the Plan are made annually by the Company as provided in the Plan document and at the discretion of the Company's Board of Directors. All employer contributions are invested by the Investment Trust (see Note 4) in Cooper Tire & Rubber Company common stock until they become vested, after which they are invested as directed by the participant. There were no Company contributions to the Plan for the year ended December 31, 2005.

Participant Accounts

Individual accounts are maintained for each participant in the Plan. Each participant's account is credited with the participant's contributions, their allocation of the Company's contributions and plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

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Cooper Tire & Rubber Company
Pre-Tax Savings Plan (Texarkana)
Notes to Financial Statements (continued)

1. Description of Plan (continued)

Forfeitures

At December 31, 2005 forfeited nonvested accounts totaled \$2,785. These accounts will be used to reduce future employer contributions. The 2004 employer contribution received by the Plan in 2005 was reduced by \$4,000 from forfeited nonvested accounts.

Vesting

The participants are immediately vested in their contributions plus actual earnings thereon. After five years, the participants are 100% vested in the Company's contributions plus actual earnings thereon.

Participant Loans

Participants may borrow the lesser of 50% of the vested value of their entire account or \$50,000. The interest rate is established based on the prime rate. Interest rates as of December 31, 2005, range from 4.0% to 7.25%. The loan repayment schedule can be no longer than 60 months. Principal and interest is paid ratably through payroll deductions.

Participant Withdrawals

In the event of retirement, death, termination, permanent disability, or other separation from service, participants are entitled to receive an amount equal to the value of the vested interest in their accounts. Payment of benefits may be taken in a lump sum distribution or in two lump sum installments. The Plan was amended in 2005 to state that the participants who are entitled to a benefit for the reasons outlined above are required to take a distribution if their vested balance is less than \$1,000.

In the event of hardship, as defined, participants may make a partial or full distribution of their accounts, subject to certain tax withholdings.

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Cooper Tire & Rubber Company
Pre-Tax Savings Plan (Texarkana)
Notes to Financial Statements (continued)

1. Description of Plan (continued)

Termination of the Plan

Although it has not expressed any intent to do so, the Company has the right, under the Plan to discontinue contributions any time, and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting. Participant withdrawals are recorded upon distribution.

Investment Valuation and Recognition

Except for the investment contracts held in the Investment Trust, the Plan's investments are stated at fair value, which equals the quoted market price on the last business day of the plan year. The shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The participant loans are valued at their outstanding balances, which approximate fair value.

Investment contracts are recorded at their contract values, which represent contributions and reinvested income, less any withdrawals plus accrued interest, because these investments have fully benefit-responsive features. There are no reserves against contract values for credit risk of contract issues or otherwise. The average yield was approximately 4.6% and 4.5% in 2005 and 2004, respectively. The crediting interest rate for these investment contracts is reset monthly by the issuer but cannot be less than zero and ranged from 3.9% to 8.4% at December 31, 2005 and 3.5% to 6.6% at December 31, 2004.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

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Cooper Tire & Rubber Company
Pre-Tax Savings Plan (Texarkana)
Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Administrative Expenses

The Company pays the administrative expenses of the Plan, unless the expenses relate to certain participant directed transactions.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

New Accounting Pronouncement

In December 2005, the Financial Accounting Standards Board issued Staff Position AAG INV-1 and SOP 94-4-1 (FSP), *Reporting of Fully Benefit Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined Contribution Health and Welfare and Pension Plans*. This FSP requires that fully benefit-responsive investment contracts be reported at fair value. The effective date for implementation of this FSP is for fiscal years ending after December 15, 2006. Upon adoption in 2006, the implementation of this FSP is not expected to have a material impact on the Plan's financial statements.

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Cooper Tire & Rubber Company
 Pre-Tax Savings Plan (Texarkana)
 Notes to Financial Statements (continued)

3. Investments

During 2005, the Plan's investments (including investments purchased, sold, as well as held during the year) (depreciated) appreciated in fair value as follows:

	Net Realized and Unrealized (Depreciation) Appreciation in Fair Value of Investment
Interest in investment trust	\$ (4,260,780)
Mutual funds	172,624
	\$ (4,088,156)

Investments in mutual funds that exceed 5% of the fair value of the Plan's net assets available for benefits are as follows:

	December 31	
	2005	2004
American Washington Mutual Investors Fund	\$3,545,578	\$3,181,219
Investment Company of America Fund	1,884,777	1,687,315

4. Investment Trust

Certain investments of the Plan are held in an Investment Trust, which also combines similar investments of the other defined contribution plans sponsored by the Company. Each participating retirement plan has an undivided interest in the Investment Trust. Cooper Tire & Rubber Company common stock held in the Investment Trust includes non-participant-directed and participant directed investments. The Plan's interest in the Investment Trust was determined by the Plan's relative asset value to the Investment Trust's total asset value at the end of the year. Investment income is allocated to the Plan based on its pro rata share in the net assets of the Investment Trust.

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Cooper Tire & Rubber Company
 Pre-Tax Savings Plan (Texarkana)
 Notes to Financial Statements (continued)

4. Investment Trust (continued)

At December 31, 2005 and 2004, the Plan's interest in the net assets of the Investment Trust was approximately 11.6% and 10.5%, respectively.

The following presents the fair value of the investments in the Investment Trust:

	December 31	
	2005	2004
Investments, at fair value:		
Cooper Tire & Rubber Company common stock*	\$ 85,020,990	\$ 129,838,642
Investment contracts	90,449,621	84,373,742
Money market mutual fund	2,649,180	4,005,562
Total assets	\$ 178,119,791	\$ 218,217,946

* Includes
 non-participant-directed
 shares

The fair value of the investment contracts was \$91,025,547 and \$88,049,780 at December 31, 2005 and 2004, respectively.

Investment income (loss) for the Investment Trust for the year ended December 31, 2005, is as follows:

Interest and dividends	\$ 6,518,273
Net depreciation in fair value of investments as determined by the quoted market price:	
Common stock	(34,602,678)
	\$ (28,084,405)

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Cooper Tire & Rubber Company
 Pre-Tax Savings Plan (Texarkana)
 Notes to Financial Statements (continued)

5. Non-Participant-Directed Investments

Cooper Tire & Rubber Company common stock held in the Investment Trust includes non-participant-directed investments. Information about the significant components of changes in net assets related to the non-participant-directed investments for the year ended December 31, 2005, is as follows:

Contributions	\$ 11,793,230
Dividends	2,444,195
Net depreciation in fair value of investment	(34,602,678)
Participant withdrawals	
Transfers out to other investment options	(24,452,399)

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated July 2, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

7. Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by the trustee, National City Bank, and, therefore, these transactions qualify as party-in-interest transactions. There have been no known prohibited transactions with a party in interest.

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that the changes in the fair value of investment securities will occur in the near term and such that changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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Supplemental Schedule

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Cooper Tire & Rubber Company
 Pre-Tax Savings Plan (Texarkana)
 EIN # 34-4297750 Plan #012
 Schedule H, Line 4i Schedule of Assets (Held at End of Year)
 December 31, 2005

Identity of Issue, Borrower, Lessor, or Identity of Issue	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
Investments held by National City Bank:		
Mutual Funds:		
American Funds	114,966.88 shares, American Washington Mutual Investors Fund	\$ 3,545,578
	60,101.31 shares, Investment Company of America Fund	1,884,777
Invesco Funds	44,116.86 shares, Dynamics Fund	803,368
Janus Funds	16,749.71 shares, Janus Worldwide Fund	725,933
MFS Family of Funds	35,481.20 shares, Massachusetts Investors Growth Stock Funds	455,579
* Allegiant	35,166.79 shares, Allegiant Equity Index Fund #42	376,988
Aim Funds Group	20,388.97 shares, Balanced Fund Class A Shares	249,765
Money Market Fund:		
* Allegiant	2,785.16 shares, Armada Government Money Market Fund #509	2,785
* Participant loans	Interest rates ranging from 4.0% to 7.25% with the longest maturity date of May 2011	2,074,251
		\$ 10,119,024

* Indicates
party-in-interest to
the Plan