

FOLDEN RODNEY

Form 4

January 10, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOLDEN RODNEY

(Last) (First) (Middle)

6140 STONERIDGE MALL
DRIVE, SUITE 590

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COOPER COMPANIES INC [COO]

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP & Corporate Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/08/2013		M		750	A \$ 0 3,121	D
Common Stock	01/08/2013		F		432 ⁽¹⁾	D \$ 0 2,689	D
Common Stock	01/08/2013		M		750	A \$ 0 3,439	D
Common Stock	01/08/2013		F		412 ⁽¹⁾	D \$ 0 3,027	D
Common Stock	01/08/2013		M		1,500	A \$ 0 4,527	D

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Common Stock	01/08/2013	F	778 <u>(1)</u>	D	\$ 0	3,749	D
Common Stock	01/08/2013	M	1,185	A	\$ 0	4,934	D
Common Stock	01/08/2013	F	619 <u>(1)</u>	D	\$ 0	4,315	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(2)</u>	01/08/2013		M	750	<u>(3)</u> <u>(4)</u>	Common Stock	750
Restricted Stock Units	\$ 0 <u>(2)</u>	01/08/2013		M	750	<u>(5)</u> <u>(4)</u>	Common Stock	750
Restricted Stock Units	\$ 0 <u>(2)</u>	01/08/2013		M	1,500	<u>(6)</u> <u>(4)</u>	Common Stock	1,500
Restricted Stock Units	\$ 0 <u>(2)</u>	01/08/2013		M	1,185	<u>(7)</u> <u>(4)</u>	Common Stock	1,185

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FOLDEN RODNEY
6140 STONERIDGE MALL DRIVE
SUITE 590
PLEASANTON, CA 94588

VP &
Corporate
Controller

Signatures

/s/ Rodney
Folden

01/10/2013

__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) Shares withheld to cover applicable tax obligations. A FMV (closing price of the company's common stock on 1/8/13) of \$96.04 was used.
- (2) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (3) Grant Date 10/30/08 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/10, 1/8/11, 1/8/12 and 1/8/13.
- (4) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (5) Grant Date 12/9/09 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/11, 1/8/12, 1/8/13 and 1/8/14.
- (6) Grant Date 11/29/10 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/12, 1/8/13, 1/8/14 and 1/8/15.
- (7) Grant Date 12/14/11 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/13, 1/8/14, 1/8/15 and 1/8/16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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