

REMMELL PAUL L
Form 4
April 08, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REMMELL PAUL L

(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)
04/07/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres & COO - CSI

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Common Stock	04/07/2011		M		13,200 A \$ 13.1	17,484	D
Common Stock	04/07/2011		M		8,250 A \$ 13.21	25,734	D
Common Stock	04/07/2011		M		16,500 A \$ 15.83	42,234	D
Common Stock	04/07/2011		S		37,403 D \$ 72.5	4,831	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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 13.1	04/07/2011		M	13,200	<u>(1)</u> 12/10/2018	Common Stock	13,200
Stock Options (Right to Buy)	\$ 13.21	04/07/2011		M	8,250	<u>(2)</u> 12/09/2018	Common Stock	8,250
Stock Options (Right to Buy)	\$ 15.83	04/07/2011		M	16,500	<u>(3)</u> 10/29/2018	Common Stock	16,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REMMELL PAUL L
6140 STONERIDGE MALL DRIVE
SUITE 590
PLEASANTON, CA 94588

Pres & COO - CSI

Signatures

/s/ Paul L. Rimmell 04/08/2011

**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) 12/11/08 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/11/09; 1/5 shall vest on 12/11/10; 1/5 shall vest on 12/11/11; 1/5 shall vest on 12/11/12; and 1/5 shall vest on 12/11/13.

(2) 12/10/08 NQ Grant: The options will vest in equal increments over four years measured from the date of grant as follows: 1/4 shall vest on 12/10/09; 1/4 shall vest on 12/10/10; 1/4 shall vest on 12/10/11; and 1/4 shall vest on 12/10/12.

(3) Grant Date 10/30/08 NQ Date Exer.: One-fourth shall vest on the earlier of (a) 10/30/09 or (b) when the average closing price reaches \$17.73; one-fourth shall vest on the earlier of (a) 10/30/10 or (b) when the average closing price reaches \$19.00; one-fourth shall vest on the earlier of (a) 10/30/11 or (b) when the average closing price reaches \$20.58; one-fourth shall vest on the earlier of (a) 10/30/12 or (b) when the average closing price reaches \$22.16.

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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