COOPER COMPANIES INC

Form 4 June 11, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Matz Gregory W			2. Issuer Name and Ticker or Trading Symbol COOPER COMPANIES INC [COO]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
6140 STONERIDGE MALL ROAD, SUITE 590		ALL ROAD,	06/11/2015	_X_ Officer (give title Other (specify below) SVP, CFO & CRO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
PLEASANTON, CA 94588				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit orDisposed (Instr. 3,	of (D)		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)
Common Stock	06/11/2015		M	10,000	A	\$ 38.89	22,975	D	
Common Stock	06/11/2015		S <u>(1)</u>	1,800	D	\$ 174.6967 (2)	21,175	D	
Common Stock	06/11/2015		S <u>(1)</u>	3,001	D	\$ 175.4692 (3)	18,174	D	
Common Stock	06/11/2015		S <u>(1)</u>	5,199	D	\$ 176.6177 (4)	12,975	D	

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				(
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(12)				01 5114105
Stock Options (Right to Buy)	\$ 38.89	06/11/2015		M	10,000	(5)	05/02/2020	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Nebul mig Owner Mame / Address	

Director 10% Owner Officer Other

Matz Gregory W 6140 STONERIDGE MALL ROAD, SUITE 590 PLEASANTON, CA 94588

SVP, CFO & CRO

Signatures

/s/ Gregory W. Matz

06/11/2015

**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) Sold pursuant to a 10b5-1 plan adopted 7/14/14.
- (2) The price represents an average of sale prices between \$174.05 and \$175.04.
- (3) The price represents an average of sale prices between \$175.08 and \$175.92.
- (4) The price represents an average of sale prices between \$176.11 and \$176.99.

(5)

Reporting Owners 2

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5/3/2010 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 5/3/2011; 1/4 shall vest on 5/3/2012; 1/4 shall vest on 5/3/2013; and 1/4 shall vest on 5/3/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.