COOPER COMPANIES INC

Form 4 January 12, 2016

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

(Print or Type Responses)

Form 5

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

Washington, D.C. 20549

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

See Instruction 1(b).

1. Name and Address of Reporting Person * KAUFMAN CAROL R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			COOPER COMPANIES INC [COO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
6140 STONERIDGE MALL			01/08/2016	_X_ Officer (give title Other (specify		
DRIVE, SUITE 590				below) below) EVP, Sec. & Chief Gov. Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PLEASANTO	ON, CA 94:	588	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	,			Person		

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date, any (Month/Day/Ye		3. Transaction Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Heneficially (Owned I Following (Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/08/2016		M	2,667	A	(1)	42,199	D	
Common Stock	01/08/2016		F	1,525 (2)	D	\$0	40,674	D	
Common Stock	01/08/2016		M	882	A	(1)	41,556	D	
Common Stock	01/08/2016		F	468 (2)	D	\$ 0	41,088	D	
Common Stock	01/08/2016		M	725	A	<u>(1)</u>	41,813	D	

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Common Stock	01/08/2016	F	384 (2)	D	\$0	41,429	D
Common Stock	01/08/2016	M	536	A	<u>(1)</u>	41,965	D
Common Stock	01/08/2016	F	285 (2)	D	\$0	41,680	D

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

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(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. Transactic Code (Instr. 8)	5. Number conf 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	01/08/2016		M	2,667	(3)	<u>(4)</u>	Common Stock	2,667	9
Restricted Stock Units	\$ 0 (1)	01/08/2016		M	882	(5)	<u>(4)</u>	Common Stock	882	9
Restricted Stock Units	\$ 0 (1)	01/08/2016		M	725	<u>(6)</u>	<u>(7)</u>	Common Stock	725	9
Restricted Stock Units	\$ 0 (1)	01/08/2016		M	536	<u>(8)</u>	<u>(4)</u>	Common Stock	536	!

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				

Reporting Owners 2

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KAUFMAN CAROL R 6140 STONERIDGE MALL DRIVE SUITE 590 PLEASANTON, CA 94588

EVP, Sec. & Chief Gov. Officer

Signatures

/s/ Carol R. 01/12/2016 Kaufman

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (2) 1/8/16 RSU/PSU Release: Shares withheld to cover applicable tax obligations. A FMV (closing price of the Company's common stock on 1/8/16) of \$128.71 was used.
- (3) 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.
- (4) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (5) Grant Date 12/12/12 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/14, 1/8/15, 1/8/16, 1/8/17 and 1/8/18.
- (6) Grant Date 12/11/13 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/15, 1/8/16, 1/8/17, 1/8/18 and 1/8/19.
- (7) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (8) 12/9/14 RSU Grant Vesting Date: The grant vests in equal portions on the following dates: 1/8/16, 1/8/17, 1/8/18, 1/8/19 and 1/8/20.

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.

Signatures 3