

COOPER COMPANIES INC

Form 4

June 22, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENDER A THOMAS

(Last) (First) (Middle)

6140 STONERIDGE MALL DR.,
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)

06/20/2016

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)

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)
Common Stock	06/20/2016		M	2,000 A	\$ 42.49 14,978	D	
Common Stock	06/20/2016		S	2,000 D	\$ 164.092 (1) 12,978	D	
Common Stock	06/21/2016		M	3,400 A	\$ 42.49 16,378	D	
Common Stock	06/21/2016		S	1,200 D	\$ (2) 165.0648 15,178	D	
Common Stock	06/21/2016		S	2,200 D	\$ 166.1106 12,978	D	

(3)

Common Stock	5,666	I	Wife
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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. 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. I Der Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 42.49	06/20/2016		M		2,000		<u>(4)</u>	10/31/2017	Common Stock	2,000
Stock Options (Right to Buy)	\$ 42.49	06/21/2016		M		3,400		<u>(4)</u>	10/31/2017	Common Stock	3,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BENDER A THOMAS
6140 STONERIDGE MALL DR., SUITE 590 X
PLEASANTON, CA 94588

Signatures

/s/ A. Thomas
Bender 06/22/2016

**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) Sale price represents an average of the sale prices between \$164.08 and \$164.104.
- (2) Sale price represents an average sale price between \$165.004 and \$165.15.
- (3) Sale price represents an average sale price between \$166.05 and \$166.332.
- (4) NED Grant Date 11/1/07 Date Exer.: Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$46.73 or on November 1, 2012, which ever is earliest.

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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