

Stephenson Keith Dwayne
 Form 4
 May 22, 2018

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

OMB APPROVAL

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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 *
 Stephenson Keith Dwayne

2. Issuer Name and Ticker or Trading Symbol
 Cooper-Standard Holdings Inc.
 [CPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 39550 ORCHARD HILL PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP and COO

NOVI, MI 48375

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

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

(City) (State) (Zip)

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) | (A) or (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | | |
| Common stock | 05/18/2018 | | M | | 17,900 | \$ 66.23 | 80,899 | D |
| Common stock | 05/18/2018 | | F | | 12,848 | \$ 132.59 | 68,051 | D |
| Common stock | 05/18/2018 | | M | | 10,733 | \$ 68.5 | 78,784 | D |
| Common stock | 05/18/2018 | | F | | 7,807 | \$ 132.59 | 70,977 | D |
| Common stock | 05/18/2018 | | M | | 3,424 | \$ 107.48 | 74,401 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------------|--------|---|
| Common stock | 05/18/2018 | F | 3,059 | D | \$ 132.59 | 71,342 | D |
| Common stock | 05/21/2018 | S | 7,837 | D | \$ 132.45 (1) | 63,505 | D |
| Common stock | 05/21/2018 | S | 506 | D | \$ 133.07 (2) | 62,999 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Options (option to buy) (3) | \$ 66.23 | 05/18/2018 | | M | 17,900 | (4) 03/20/2024 | Common stock | 17,900 | |
| Employee stock options (right to buy) (5) | \$ 68.5 | 05/18/2018 | | M | 10,733 | (4) 02/18/2026 | Common stock | 10,733 | |
| Employee stock options (right to buy) (6) | \$ 107.48 | 05/18/2018 | | M | 3,424 | (4) 02/13/2027 | Common stock | 3,424 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stephenson Keith Dwayne 39550 ORCHARD HILL PLACE NOVI, MI 48375 | | | Executive VP and COO | |

Signatures

/s/ Joanna M. Totsky, on behalf of Keith D. Stephenson under power of attorney 05/22/2018

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$131.99 to \$132.98, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$133.00 to \$133.31, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (3) These are time-restricted employee stock options with the right to buy, granted to the reporting person on March 20, 2014, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
 - (4) Subject to the reporting person's continued employment with the company or its affiliate, one third of the options shall vest on each of the first three anniversaries of the grant date.
 - (5) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 18, 2016, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
 - (6) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 13, 2017, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.

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.