KAUFMAN CAROL R

Form 4

January 11, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Person

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Check this box

Form 5 obligations may continue. See Instruction

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(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	01/09/2012	_X_ Officer (give title Other (specify		
DRIVE, SUITE 590		below) below)		
21d (2, 30112 3)		Secretary, EVP, & CAO		
(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

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) of	or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(A)		Reported		
				or		Transaction(s)		
			Code V	Amount (D)	Price	(Instr. 3 and 4)		
Common Stock	01/09/2012		M	2,475 A	\$0	16,141	D	
Common Stock	01/09/2012		F	908 (4) D	\$0	15,233	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)

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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)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (2)	01/09/2012		M	2,475	<u>(1)</u>	(3)	Common Stock	2,475	\$

Reporting Owners

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

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

Secretary, EVP, & CAO

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Signatures

/s/ Carol R.
Kaufman

**Signature of Date

Reporting Person

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) Grant Date 11/29/10 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/12, 1/8/13, 1/8/14 and 1/8/15.
- (2) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (3) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (4) Shares withheld to cover applicable tax obligations. A FMV (closing price of the company's common stock on 1/9/12) of \$69.19 was used.

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.

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