

COOPER COMPANIES INC

Form 4

January 12, 2015

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KAUFMAN CAROL R**

(Last) (First) (Middle)

**6140 STONERIDGE MALL  
DRIVE, 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)  
**01/08/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, Sec. &amp; Chief Gov. Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/08/2015		M		2,475	A \$ 35,828	D
Common Stock	01/08/2015		F		1,332 (2)	D \$ 0 34,496	D
Common Stock	01/08/2015		M		2,666	A \$ 37,162	D
Common Stock	01/08/2015		F		1,392 (2)	D \$ 0 35,770	D
Common Stock	01/08/2015		M		882	A \$ 36,652	D

Edgar Filing: COOPER COMPANIES INC - Form 4

Common Stock	01/08/2015	F	461 <u>(2)</u>	D	\$ 0	36,191	D
Common Stock	01/08/2015	M	726	A	<u>(1)</u>	36,917	D
Common Stock	01/08/2015	F	379 <u>(2)</u>	D	\$ 0	36,538	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.**

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 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. Pr Deriv Secur (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	01/08/2015		M	2,475	<u>(3)</u> <u>(4)</u>	Common Stock	2,475
Restricted Stock Units	\$ 0 <u>(1)</u>	01/08/2015		M	2,666	<u>(5)</u> <u>(4)</u>	Common Stock	2,666
Restricted Stock Units	\$ 0 <u>(1)</u>	01/08/2015		M	882	<u>(6)</u> <u>(4)</u>	Common Stock	882
Restricted Stock Units	\$ 0 <u>(1)</u>	01/08/2015		M	726	<u>(7)</u> <u>(8)</u>	Common Stock	726

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

EVP, Sec.  
& Chief  
Gov. Officer

## Signatures

/s/ Carol R.  
Kaufman

01/09/2015

\*\*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) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (2) 1/8/15 RSU/PSU Release: Shares withheld to cover applicable tax obligations. A FMV (closing price of the Company's common stock on 1/8/15) of \$162.88 was used.
- (3) 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.
- (4) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.

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.