COOPER COMPANIES INC

Form 4

February 03, 2017

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or 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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of REMMELL PAUL		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (Fir	st) (Middle)	COOPER COMPANIES INC [COO] 3. Date of Earliest Transaction				
6140 STONERIDGE MALL DRIVE, SUITE 590		(Month/Day/Year) 02/01/2017	Director 10% Owner Officer (give title Other (specification) Pres & CEO - CooperSurgical			
(Stre	eet)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PLEASANTON, C	A 94588		Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or			5. Amount of Securities	r		
(Instr. 3)		any Code Disposed		isposed of (D) Beneficia			(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	() /		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
				(A)		Reported Transaction(s)			
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilisti. 5 and 4)		
Common Stock	02/01/2017		A	2,225 (1)	A	\$0	6,241	D	
Common Stock	02/01/2017		F	765 <u>(2)</u>	D	\$0	5,476	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)	Transactionof		tive (ies ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
			Code '	V (A) (Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (3)	02/01/2017	A	814		<u>(4)</u>	(5)	Common Stock	814	\$ (

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REMMELL PAUL L 6140 STONERIDGE MALL DRIVE SUITE 590 PLEASANTON, CA 94588

Pres & CEO - CooperSurgical

Signatures

/s/ Paul L. 02/03/2017 Remmell

**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) 2/1/2017 PSU Release: Shares awarded on achievement of target level of performance under Performance Share Awards granted December 11, 2013
- (2) 2/1/2017 PSU Release: Shares withheld to cover applicable tax obligations. A FMV (closing price of the Company's common stock on 2/1/17) of \$185.71 was used.
- (3) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (4) 2/1/2017 RSU Grant Vest Date: The grant vests 100% on February 1, 2020.
- (5) 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.

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