

COOPER COMPANIES INC
Form 4
January 10, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Matz Gregory W

(Last) (First) (Middle)

6140 STONERIDGE MALL ROAD,
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)

01/08/2014

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)

VP, CFO & CRO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/08/2014		M	2,351 A \$ 5,617		D	
Common Stock	01/08/2014		F	1,271 (2) D \$ 0 4,346		D	
Common Stock	01/08/2014		M	1,975 A \$ 6,321		D	
Common Stock	01/08/2014		F	1,031 (2) D \$ 0 5,290		D	
Common Stock	01/08/2014		M	681 A \$ 5,971		D	

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Common Stock 01/08/2014 F 356 ⁽²⁾ D \$ 0 5,615 D

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

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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)	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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0 ⁽¹⁾	01/08/2014		M	2,351	⁽³⁾ ⁽⁴⁾	Common Stock	2,351
Restricted Stock Units	\$ 0 ⁽¹⁾	01/08/2014		M	1,975	⁽⁵⁾ ⁽⁴⁾	Common Stock	1,975
Restricted Stock Units	\$ 0 ⁽¹⁾	01/08/2014		M	681	⁽⁶⁾ ⁽⁴⁾	Common Stock	681

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Matz Gregory W
6140 STONERIDGE MALL ROAD, SUITE 590
PLEASANTON, CA 94588

VP, CFO & CRO

Signatures

/s/ Gregory W. Matz 01/09/2014

 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) 1/8/14 RSU Release: Shares withheld to cover applicable tax obligations. A FMV (closing price of the Company's common stock on 1/8/14) of \$124.07 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.

Remarks:

Amendment filed to correct Footnote number 5 - vesting information regarding Restricted Stock Units granted December 14, 2012.

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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