

Ott Larry
 Form 4
 March 28, 2018

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 *
 Ott Larry

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/27/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See remarks

39550 ORCHARD HILL PLACE

(Street)

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

NOVI, MI 48375

(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)	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	03/27/2018		M		6,100 A \$ 66.23	22,327	D
Common stock	03/27/2018		F		4,526 D \$ 122.14	17,801	D
Common stock	03/27/2018		M		7,100 A \$ 56.27	24,901	D
Common stock	03/27/2018		F		4,941 D \$ 122.14	19,960	D
Common stock	03/27/2018		M		3,667 A \$ 68.5	23,627	D

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Common stock	03/27/2018	F	2,759	D	\$ 122.14	20,868	D
Common stock	03/27/2018	M	1,222	A	\$ 107.48	22,090	D
Common stock	03/27/2018	F	1,140	D	\$ 122.14	20,950	D

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

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options (right to buy) ⁽¹⁾	\$ 66.23	03/27/2018		M	6,100	⁽²⁾ 03/20/2024	Common stock	6,100	
Employee stock options (right to buy) ⁽³⁾	\$ 56.27	03/27/2018		M	7,100	⁽²⁾ 02/19/2025	Common stock	7,100	
Employee stock options (right to buy) ⁽⁴⁾	\$ 68.5	03/27/2018		M	3,667	⁽²⁾ 02/18/2026	Common stock	3,667	
Employee stock options (right to	\$ 107.48	03/27/2018		M	1,222	⁽²⁾ 02/13/2027	Common stock	1,222	

buy) ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ott Larry 39550 ORCHARD HILL PLACE NOVI, MI 48375				See remarks

Signatures

/s/ Joanna M. Totsky, on behalf of Larry Ott under power of attorney 03/28/2018

__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) 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.
- (2) 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.
- (3) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 19, 2015, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- (4) 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.
- (5) 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.

Remarks:

Senior Vice President and Chief Human Resources Officer

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.