

COOPER COMPANIES INC
 Form 4
 June 07, 2016

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 *
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)
 06/06/2016

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)
 EVP, Sec. & Chief Gov. Officer

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	06/06/2016		M		10,357	A	\$ 15.83
Common Stock	06/06/2016		M		12,143	A	\$ 42.65
Common Stock	06/06/2016		S		12,143	D	\$ 165.1102 (1)
Common Stock	06/06/2016		S		10,357	D	\$ 164.0354 (2)
	06/07/2016		M		20,857	A	\$ 42.65

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Common Stock							
Common Stock	06/07/2016		M	6,143	A	\$ 15.83	68,693 D
Common Stock	06/07/2016		S	10,000	D	\$ 162.3349 (3)	58,693 D
Common Stock	06/07/2016		S	17,000	D	\$ 163.9178 (4)	41,693 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
Stock Options (Right to Buy)	\$ 15.83	06/06/2016		M	10,357	(5)	10/29/2018	Common Stock	10,357
Stock Options (Right to Buy)	\$ 42.65	06/06/2016		M	12,143	(6)	10/24/2017	Common Stock	12,143
Stock Options (Right to Buy)	\$ 42.65	06/07/2016		M	20,857	(6)	10/24/2017	Common Stock	20,857
Stock Options (Right to Buy)	\$ 15.83	06/07/2016		M	6,143	(5)	10/29/2018	Common Stock	6,143

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.

06/07/2016

Kaufman

**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) Sale price represents an average sale price between \$165.00 and \$165.32.
- (2) Sale price represents an average sale price between \$164.00 and \$164.21.
- (3) Sale price represents an average sale price between \$162.21 and \$163.08.
- (4) Sale price represents an average sale price between \$163.80 and \$164.00.

Grant Date 10/30/08 NQ Date Exer.: One-fourth shall vest on the earlier of (a) 10/30/09 or (b) when the average closing price reaches

- (5) \$17.73; one-fourth shall vest on the earlier of (a) 10/30/10 or (b) when the average closing price reaches \$19.00; one-fourth shall vest on the earlier of (a) 10/30/11 or (b) when the average closing price reaches \$20.58; one-fourth shall vest on the earlier of (a) 10/30/12 or (b) when the average closing price reaches \$22.16.

- (6) All shares granted under this option are currently exercisable.

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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