

Golden Randal
Form 4
October 01, 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 *
Golden Randal

2. Issuer Name and Ticker or Trading Symbol
COOPER COMPANIES INC [COO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6140 STONERIDGE MALL ROAD,
SUITE 590

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2018

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

VP, General Counsel & Sec.

(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

PLEASANTON, CA 94588

(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 | (D) | Price |
| Common Stock | 09/27/2018 | | S | | 1,731 | D | \$ 275.8576 (1) |
| Common Stock | 10/01/2018 | | M | | 122 | D | (2) 1,276 |
| Common Stock | 10/01/2018 | | F | | 65 (3) | D | \$ 0 1,211 |

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 Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (2) | 10/01/2018 | | M | 122 | (4) (5) | Common Stock | 122 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Golden Randal 6140 STONERIDGE MALL ROAD, SUITE 590 PLEASANTON, CA 94588 | | | VP, General Counsel & Sec. | |

Signatures

/s/ Randal
Golden 10/01/2018

**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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$275.800 to \$275.905. The reporting person undertakes to provide to The Cooper Companies, Inc., any security holder of The Cooper Companies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes to this Form 4.
- (2) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (3) 10/1/18 RSU Release: Shares withheld to cover applicable tax obligations. A FMV (closing price of the Company's common stock on 10/1/18) of \$278.74 was used.

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- (4) Grant Date 10/1/2013 RSU Vesting Date: The grant vests in equal portions on the following dates: 10/1/2014, 10/1/2015, 10/1/2016, 10/1/2017 and 10/1/2018.
- (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.

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