

COOPER COMPANIES INC

Form 4

December 23, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McBride Daniel G

(Last) (First) (Middle)

THE COOPER COMPANIES,  
INC., 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)  
12/22/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, COO & Pres-CooperVision

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/22/2014                              |                                                             | M                                    | 10,000                                                                  | A \$ 80.51                                                                                                         | 26,244                                                                  | D                                                                 |
| Common<br>Stock                       | 12/22/2014                              |                                                             | S                                    | 10,000                                                                  | D \$<br>(1) 162.9557                                                                                               | 16,244                                                                  | D                                                                 |
| Common<br>Stock                       | 12/22/2014                              |                                                             | M                                    | 12,500                                                                  | A \$ 67.65                                                                                                         | 28,744                                                                  | D                                                                 |
| Common<br>Stock                       | 12/22/2014                              |                                                             | S                                    | 12,500                                                                  | D \$<br>(1) 162.9557                                                                                               | 16,244                                                                  | D                                                                 |

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|                 |       |   |                |
|-----------------|-------|---|----------------|
| Common<br>Stock | 2,120 | I | 401(k)<br>Plan |
|-----------------|-------|---|----------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 80.51                                                           | 12/22/2014                              |                                                             | M                                    | 10,000                                                                                                       | <u>(2)</u> 02/21/2015                                          | Common<br>Stock                                                     | 10,000                                 |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 67.65                                                           | 12/22/2014                              |                                                             | M                                    | 12,500                                                                                                       | <u>(3)</u> 10/26/2015                                          | Common<br>Stock                                                     | 12,500                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                                                 | Relationships |           |                              |       |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                                                | Director      | 10% Owner | Officer                      | Other |
| McBride Daniel G<br>THE COOPER COMPANIES, INC.<br>6140 STONERIDGE MALL ROAD, SUITE 590<br>PLEASANTON, CA 94588 |               |           | EVP, COO & Pres-CooperVision |       |

## Signatures

/s/ Daniel G.  
McBride 12/23/2014

                    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) Sale price represents an average of the selling prices between \$162.55 and \$163.35.

The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$90.17, but not earlier than 8/22/05; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$96.61, but not earlier than 8/23/06; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$104.66 but not earlier than 8/22/07; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$112.71 but not earlier than 8/22/08. All options not other wise vesting pursuant to the above timetable shall become exercisable on February 22, 2010.

- (2) The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$75.77, but not earlier than 5/1/06; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$81.18, but not earlier than 5/1/07; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$87.95 but not earlier than 5/1/08; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$94.71 but not earlier than 5/1/09. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 26, 2010.

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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