

COOPER COMPANIES INC

Form 4

June 15, 2016

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

OMB
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(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)
06/13/2016

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)

SVP, CFO & CRO

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 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	06/13/2016		M		3,750	A \$ 38.89	18,873 D
Common Stock	06/13/2016		M		6,186	A \$ 95.74	25,059 D
Common Stock	06/13/2016		M		1,000	A \$ 119.89	26,059 D
Common Stock	06/13/2016		S		2,264 (1)	D \$ 162.8198 (2)	23,795 D
Common Stock	06/13/2016		S		8,372 (1)	D \$ 163.4497	15,423 D

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					(3)		
Common	06/13/2016	S	300 (1)	D	\$ 164.32	15,123	D
Stock					(4)		

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 38.89	06/13/2016		M	3,750	<u>(5)</u>	05/02/2020	Common Stock	3,750	
Employee Stock Option (Right to Buy)	\$ 95.74	06/13/2016		M	6,186	<u>(6)</u>	12/11/2022	Common Stock	6,186	
Employee Stock Option (Right to Buy)	\$ 119.89	06/13/2016		M	1,000	<u>(7)</u>	12/10/2023	Common Stock	1,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Matz Gregory W
6140 STONERIDGE MALL ROAD, SUITE 590

SVP, CFO & CRO

PLEASANTON, CA 94588

Signatures

/s/ Gregory W.

06/14/2016

Matz

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) Sold pursuant to a 10b5-1 plan adopted 7/14/14.
- (2) Sale price represents an average sale price between \$162.02 and \$163.00
- (3) Sale price represents an average sale price between \$163.05 and \$164.04.
- (4) Sale price represents an average sale price between \$164.22 and \$164.45.
- (5) 5/3/2010 NQ Grant: The options will vest in equal increments over four years measured from the date of grant as follows: 1/4 shall vest on 5/3/2011; 1/4 shall vest on 5/3/2012; 1/4 shall vest on 5/3/2013; and 1/4 shall vest on 5/3/2014.
- (6) 12/12/12 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/12/13; 1/5 shall vest on 12/12/14; 1/5 shall vest on 12/12/15; 1/5 shall vest on 12/12/16; and 1/5 shall vest on 12/12/17.
- (7) 12/11/13 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/11/14; 1/5 shall vest on 12/11/15; 1/5 shall vest on 12/11/16; 1/5 shall vest on 12/11/17; and 1/5 shall vest on 12/11/18.

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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