Andrews Brian G
Form 4
January 10, 2013

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Andrews Brian G

(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)
01/08/2013

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 below) _____ Other (specify below)
Treasurer

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 | 01/08/2013 | | M | | 338 | A | $ 0 | 2,284 | D | |
| Common Stock | 01/08/2013 | | F | | 156 (1) | D | $ 0 | 2,128 | D | |
| Common Stock | 01/08/2013 | | M | | 337 | A | $ 0 | 2,465 | D | |
| Common Stock | 01/08/2013 | | F | | 149 (1) | D | $ 0 | 2,316 | D | |
| Common Stock | 01/08/2013 | | M | | 337 | A | $ 0 | 2,653 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 01/08/2013 | | F | 155 (1) | D | $ 0 | 2,765 | D | |
| Common Stock | 01/08/2013 | | M | 267 | A | $ 0 | 2,920 | D | |
| Common Stock | 01/08/2013 | | F | 123 (1) | D | $ 0 | 2,642 | D | |
| Common Stock | | | | | | | 393 | I | Rollover IRA |
| Common Stock | | | | | | | 283 | I | Roth IRA |
| Common Stock | | | | | | | 221 | I | Traditional IRA |

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 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 Derivat Securit (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | $ 0 (2) | 01/08/2013 | | M | | | 338 | (3) | (4) | Common Stock | 338 | $ 0 |
| Restricted Stock Units | $ 0 (2) | 01/08/2013 | | M | | | 337 | (5) | (6) | Common Stock | 337 | $ 0 |
| Restricted Stock Units | $ 0 (2) | 01/08/2013 | | M | | | 337 | (7) | (6) | Common Stock | 337 | $ 0 |
| Restricted Stock | $ 0 (2) | 01/08/2013 | | M | | | 267 | (8) | (6) | Common Stock | 267 | $ 0 |

Units

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Andrews Brian G<br>6140 STONERIDGE MALL ROAD, SUITE 590<br>PLEASANTON, CA 94588 | | | Treasurer | |

# Signatures

| /s/ Brian G. Andrews | 01/10/2013 |
|---|---|
| **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)** Shares withheld to cover applicable tax obligations. A FMV (closing price of the company's common stock on 1/8/13) of $96.04 was used.

**(2)** RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.

**(3)** Grant Date 10/30/08 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/10, 1/8/11, 1/8/12 and 1/8/13.

**(4)** Grant Date 10/30/08 RSU Date Exp.: This award has no expiration date. Units will either vest or be forfeit

**(5)** Grant Date 12/9/09 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/11, 1/8/12, 1/8/13 and 1/8/14.

**(6)** RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.

**(7)** Grant Date 11/29/10 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/12, 1/8/13, 1/8/14 and 1/8/15.

**(8)** Grant Date 12/14/11 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/13, 1/8/14, 1/8/15 and 1/8/16.

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.