COOPER COMPANIES INC

Form 4

December 21, 2016

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McBride Daniel G Issuer Symbol COOPER COMPANIES INC [COO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify THE COOPER COMPANIES. 12/20/2016 below) INC., 6140 STONERIDGE MALL EVP, COO & Pres-CooperVision ROAD, SUITE 590 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PLEASANTON, CA 94588 (City) (State) (Zin)

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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)
Common Stock	12/20/2016		M	20,000	A	\$ 42.65	43,644	D	
Common Stock	12/20/2016		S	20,000	D	\$ 174.8196 (1)	23,644	D	
Common Stock							2,120	I	401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Edgar Filing: COOPER COMPANIES INC - Form 4

required to respond unless the form displays a currently valid OMB control number.

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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 42.65	12/20/2016		M		20,000	(2)	10/24/2017	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

McBride Daniel G THE COOPER COMPANIES, INC. 6140 STONERIDGE MALL ROAD, SUITE 590 PLEASANTON, CA 94588

EVP, COO & Pres-CooperVision

Signatures

/s/ Daniel G. 12/21/2016 McBride

**Signature of Date
Reporting Person

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 \$174.39 and \$175.155.
 - One-fourth shall vest on the earlier of (a) 10/25/08 or (b) when the average closing price reaches \$47.77; one-fourth shall vest on the earlier of (a) 10/25/09 or (b) when the average closing price reaches \$51.18; one-fourth shall vest on the earlier of (a) 10/25/10 or (b)
- when the average closing price reaches \$55.45; and one-fourth shall vest on the earlier of (a) 10/25/11 or (b) when the average closing price reaches \$59.71. Average Closing Price is defined as the average of the closing prices of a share of common stock of the Company on the New York Stock Exchange (composite quotations, rounded to the nearest whole cent) for the days on which the common stock is so traded, during any 30 consecutive calendar day period commencing on the date the specified stock target is achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: COOPER COMPANIES INC - Form 4

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.