

WEISS ROBERT S
Form 4
December 20, 2017

FORM 4

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

OMB APPROVAL

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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 *
WEISS ROBERT S

(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)
12/18/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/18/2017		M		22,500 A \$ 58.07	D	
Common Stock	12/18/2017		M		10,000 A \$ 58.07	D	
Common Stock	12/18/2017		S		19,627 D 224.04 (1)	D	
Common Stock	12/18/2017		S		5,929 D 225.17 (2)	D	
	12/18/2017		S		5,964 D	D	

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Common Stock					\$ 226.01 <u>(3)</u>				
Common Stock	12/18/2017		S	980	D	\$ 226.97 <u>(4)</u>	96,611	D	
Common Stock							46,453	I	Robert S. Weiss and Marilyn A. Weiss, Trustees of the Robert and Marilyn Weiss Trust dated 5/17/06

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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 58.07	12/18/2017		M	22,500	<u>(5)</u> 12/12/2020	Common Stock	22,500
Stock Options (Right to Buy)	\$ 58.07	12/18/2017		M	10,000	<u>(6)</u> 12/12/2020	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISS ROBERT S 6140 STONERIDGE MALL ROAD SUITE 590 PLEASANTON, CA 94588	X		President & CEO	

Signatures

/s/ Robert S.

12/20/2017

Weiss

**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).

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$223.68 to \$224.66.

- (1) 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) The sales price represents a weighted average of sales prices ranging between \$224.68 and \$225.67.
- (3) The sales price represents a weighted average of sales prices ranging between \$225.75 and \$226.605.
- (4) The sales price represents a weighted average of sales prices ranging between \$226.75 and \$227.08.
- (5) 12/13/10 RSW NQ 5 yr Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/13/11; 1/5 shall vest on 12/13/12; 1/5 shall vest on 12/13/13; 1/5 shall vest on 12/13/14; and 1/5 shall vest on 12/13/15.
- (6) RSW 12/13/10 NQ 4yr Grant: The options will vest in equal increments over four years measured from the date of grant as follows: 1/4 shall vest on 12/13/11; 1/4 shall vest on 12/13/12; 1/4 shall vest on 12/13/13; and 1/4 shall vest on 12/13/14.

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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