#### **COOPER COMPANIES INC**

Form 4 June 29, 2016

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5 response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McBride Daniel G	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	COOPER COMPANIES INC [COO] 3. Date of Earliest Transaction	(Check all applicable)			
THE COOPER COMPANIES, INC., 6140 STONERIDGE MALL ROAD, SUITE 590	(Month/Day/Year) 06/27/2016	Director 10% Owner X Officer (give title Other (specification)  EVP, COO & Pres-CooperVision			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PLEASANTON, CA 94588		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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 iorDisposed of (D) (Instr. 3, 4 and 5)  (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	06/27/2016		M	10,000	A	\$ 42.65	33,644	D		
Common Stock	06/27/2016		S	3,900	D	\$ 164.2355 (1)	29,744	D		
Common Stock	06/27/2016		S	6,100	D	\$ 164.5606 (2)	23,644	D		
Common Stock							2,120	I	401(k) Plan	

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

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**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	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				(
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
C. 1									
Stock Options (Right to Buy)	\$ 42.65	06/27/2016		M	10,000	<u>(3)</u>	10/24/2017	Common Stock	10,000

## **Reporting Owners**

Relationships 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. 06/28/2016 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 sale price between \$163.50 and \$164.49.
- (2) Sale price represents an average sale price between \$164.50 and \$164.66.
- (3) 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

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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. 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.