

Lee Song Min
Form 4
February 19, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lee Song Min

2. Issuer Name **and** Ticker or Trading
Symbol
Cooper-Standard Holdings Inc.
[CPS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
7983 MATERA CT.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr VP & Pres., Asia Pacific

BRADENTON, FL 34202

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
____ 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 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)
Common stock ⁽¹⁾	02/14/2019		A	Amount ⁽²⁾ 2,225 Price \$ 74.15	12,714	D	
Common stock	02/14/2019		F	490 \$ 74.15	12,224	D	
Common stock	02/18/2019		M	2,000 \$ 64.56	14,224	D	
Common stock	02/18/2019		F	440 \$ 64.56	13,784	D	

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

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On February 18, 2016, the reporting person was granted 2,500 Performance Units (PU's) under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated, and the Cooper-Standard Automotive Inc. Long-Term Incentive Plan. The

- (1) performance goal is the company's return on invested capital (ROIC) for the three-year performance period. At the end of the performance period, the company had the option, at its discretion, to adjust the potential number of PU's that vested upwards or downwards based upon the performance goal achieved.
- (2) This is the number of common shares received based upon the performance-goal achieved at the end of the performance period.
- (3) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 14, 2019, under the Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.
- (4) Subject to the reporting person's continued employment with the company or its affiliate, one third of the options shall vest on each of the first three anniversaries of the grant date.

To the extent an option would expire at a time when the holder of such option is prohibited by applicable law or by the Company's insider trading policy from exercising the option(the "Closed Window Period"), then such Option shall remain exercisable until the thirtieth (30th) day following the end of the Closed Window Period
- (5) These are time-based restricted stock units (RSUs) granted to the reporting person on February 14, 2019, under Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.

The company, in its sole discretion, settles such RSU's by electing either to (i) make an appropriate book entry in the reporting person's name for a number of shares equal to the number of RSU's that have vested or (ii) deliver an amount of cash equal to the fair market value, determined as of the vesting date, of a number of shares equal to the number of RSU's that have vested.
- (6) Subject to the reporting person's continued employment with the company or its affiliate, these RSU's shall vest and no longer be subject to forfeiture on the third anniversary date of the grant.
- (7) These are time-based restricted stock units (RSU's) granted to the reporting person on February 18, 2016, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- (8)
- (9)

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.