

KAUFMAN CAROL R
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAUFMAN CAROL R

(Last) (First) (Middle)
6140 STONERIDGE MALL
DRIVE, 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)

03/12/2018

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)
EVP, Sec. & Chief Gov. Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/12/2018 | | M | A | \$ 95.74 | D | |
| Common Stock | 03/12/2018 | | S | D | \$ 241.09 (1) | D | |
| Common Stock | 03/12/2018 | | S | D | \$ 242.3 (2) | D | |
| Common Stock | 03/12/2018 | | S | D | \$ 243.21 (3) | D | |
| | 03/12/2018 | | S | D | | D | |

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| | | | | | | | | |
|--------------|------------|--|---|-------|------------|------------|--------|--------|
| Common Stock | | | | | \$ | | | |
| | | | | | 244.23 | | | |
| | | | | | <u>(4)</u> | | | |
| Common Stock | 03/12/2018 | | S | 3,700 | D | \$ | 245.58 | 47,230 |
| | | | | | | <u>(5)</u> | | D |
| Common Stock | 03/12/2018 | | S | 1,087 | D | \$ | 246.52 | 46,143 |
| | | | | | | <u>(6)</u> | | D |
| Common Stock | 03/12/2018 | | S | 200 | D | \$ | 247.31 | 45,943 |
| | | | | | | <u>(7)</u> | | D |

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 95.74 | 03/12/2018 | | M | 13,362 | <u>(8)</u> 12/11/2022 | Common Stock 13,362 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KAUFMAN CAROL R 6140 STONERIDGE MALL DRIVE SUITE 590 PLEASANTON, CA 94588 | | | EVP, Sec. & Chief Gov. Officer | |

Signatures

/s/ Carol R.
Kaufman

03/13/2018

 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 \$240.67 to \$241.635. 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.
- (1) The sales price represents a weighted average of sales prices ranging between \$241.70 and \$242.68.
 - (2) The sales price represents a weighted average of sales prices ranging between \$242.72 and \$243.71.
 - (3) The sales price represents a weighted average of sales prices ranging between \$243.73 and \$244.70.
 - (4) The sales price represents a weighted average of sales prices ranging between \$245.10 \$246.095.
 - (5) The sales price represents a weighted average of sales prices ranging between \$246.14 and \$246.97.
 - (6) The sales price represents a weighted average of sales prices ranging between \$247.30 and \$247.37.
 - (7) 12/12/12 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/12/13; 1/5 shall vest on 12/12/14; 1/5 shall vest on 12/12/15; 1/5 shall vest on 12/12/16; and 1/5 shall vest on 12/12/17.

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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