

WEISS ROBERT S
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
WEISS ROBERT S

2. Issuer Name and Ticker or Trading Symbol
COOPER COMPANIES INC [COO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6140 STONERIDGE MALL
ROAD, SUITE 590
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2018

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

PLEASANTON, CA 94588
(City) (State) (Zip)

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

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 | 03/12/2018 | | M | | \$ 95.74 | D | |
| Common Stock | 03/12/2018 | | S | | \$ 241.57 | D | |
| Common Stock | 03/12/2018 | | S | | \$ 242.57 | D | |
| Common Stock | 03/12/2018 | | S | | \$ 242.99 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 36,769 | (4) 12/11/2022 | Common Stock 36,769 |

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.
Weiss

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 \$240.97 to \$241.965. 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) 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 \$241.97 and \$242.965.
 - (3) The sales price represents a weighted average of sales prices ranging between \$242.97 and \$243.02.
 - (4) 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. 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.