

BREININGER LAURIE B
 Form 4
 July 02, 2008

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 *
 BREININGER LAURIE B

2. Issuer Name and Ticker or Trading Symbol
 COOPER TIRE & RUBBER CO
 [CTB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

COOPER TIRE & RUBBER COMPANY, 701 LIMA AVE.

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2008

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

(Street)

FINDLAY, OH 45840

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

(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 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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Securi (Instr.		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 ⁽¹⁾	06/30/2008		A	2,632	⁽³⁾	⁽³⁾	Common Stock	2,632 \$ 7.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREININGER LAURIE B COOPER TIRE & RUBBER COMPANY 701 LIMA AVE. FINDLAY, OH 45840	X			

Signatures

/s/Jack Jay McCracken Attorney-In-Fact for Laurie J. Breininger 07/02/2008

__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).

(1) One-for-One

(2) The deemed execution date is not applicable to this transaction.

The phantom stock units were accrued under the Cooper Tire & Rubber Company 1998 Non-Employee Directors Compensation Deferral Plan and are to be settled in Common Stock of the Company or cash upon the reporting person's termination of service as a director, unless otherwise elected.

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. ay, Suite 400, Atlanta, Georgia 30328. Its telephone number is 770-828-2000.

(b) *Securities.* The subject class of securities is the Common Stock of the Company. The information set forth under the caption "The Offer Principal Terms of the Offer" in the Offer to Purchase is incorporated herein by reference. As of March 11, 2011, there were approximately 38.0 million shares of Common Stock outstanding.

(c) *Trading Market and Price.* The Common Stock is currently traded on the NASDAQ Global Select Market under the symbol CCRT. The closing price of our Common Stock on March 11, 2011 was \$6.38 per share. The information set forth in the Offer to Purchase under the caption "Market Price Information" is incorporated herein by reference in response to this Item 2(c).

Item 3. Identity and Background of Filing Person.

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(a) Name and Address. The Company is the filing person. The business address and business telephone number of the Company are set forth under Item 2(a) above. The information set forth in the Offer to Purchase in the section entitled *Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Stock* is incorporated herein by reference to this Item 3.

Item 4. Terms of the Transaction.

(a) Material Terms. The information set forth in the Offer to Purchase under the captions *Summary Term Sheet*, *The Offer* and *Certain United States Federal Income Tax Considerations* is incorporated herein by reference to this Item 4(a).

(b) *Purchases.* The information set forth in the Offer to Purchase in the section entitled *Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Stock* is incorporated herein by reference to this Item 4(b).

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

Not applicable.

Item 6. Purposes of the Transaction and Plans or Proposals.

(a) *Purposes.* The information set forth in the Offer to Purchase under the captions *Answers to Questions You May Have Why is CompuCredit offering to purchase your Shares?* and *The Offer Purpose of the Offer* is incorporated herein by reference to this Item 6(a).

(b) *Use of Securities Acquired.* The information set forth in the Offer to Purchase under the captions *Answers to Questions You May Have What will CompuCredit do with the Shares purchased?* and *The Offer Principal Terms of the Offer Untendered or Unpurchased Shares* is incorporated herein by reference to this Item 6(b).

(c) *Plans.* The information set forth under the caption *Distribution Policy* in the Offer to Purchase is incorporated herein by reference to this Item 6(c).

Item 7. Source and Amount of Funds or Other Consideration.

(a) *Source of Funds.* The information set forth in the Offer to Purchase under the caption *The Offer Sources and Amount of Funds* is incorporated herein by reference to this Item 7(a).

(b) *Conditions.* The information set forth in the Offer to Purchase under the captions *The Offer Sources and Amount of Funds* and *The Offer Conditions to the Offer* is incorporated herein by reference to this Item 7(b). We have no alternative financing arrangements or alternative financing plans.

(d) *Borrowed Funds.* The information set forth in the Offer to Purchase under the caption *The Offer Sources and Amount of Funds* is incorporated herein by reference to this Item 7(d).

Item 8. Interest in Securities of the Subject Company.

(a) *Securities Ownership.* The information set forth in the Offer to Purchase in the section entitled *Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Stock* is incorporated herein by reference to this Item 8(a).

(b) *Securities Transactions.* The information set forth in the Offer to Purchase in the section entitled *Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Stock* is incorporated herein by reference to this Item 8(b).

Item 9. Persons/Assets Retained, Employed, Compensated or Used.

(a) *Solicitations or Recommendations.* The information set forth in the Offer to Purchase under the caption *Information Agent and Depository* is incorporated herein by reference to this Item 9.

Item 10. Financial Statements.

(a) *Financial Information.* The information set forth in the Offer to Purchase under the captions *Historical Financial Information* and *Available Information and Incorporation of Documents by Reference* are incorporated herein by reference to this Item 10.

(b) *Pro Forma Information.* Not applicable.

Item 11. Additional Information.

The information set forth in the Offer to Purchase and the Letter of Transmittal to this Schedule TO is incorporated herein by reference.

Item 12. Exhibits.

Exhibit No.	Description
(a)(1)(i)	Offer to Purchase, dated March 14, 2011.
(a)(1)(ii)	Form of Letter of Transmittal.
(a)(1)(iii)	Notice of Guaranteed Delivery.
(a)(1)(iv)	IRS Form W-9.
(a)(2)	None.
(a)(3)	None.
(a)(4)	None.
(a)(5)	Press Release, dated March 14, 2011.
(b)	None.
(d)	None.
(g)	None.
(h)	None.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

COMPUCREDIT HOLDINGS CORPORATION

By: /s/ J. Paul Whitehead, III
Name: J. Paul Whitehead, III
Title: Chief Financial Officer

Dated: March 14, 2011

EXHIBIT INDEX

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(d)	None.
(g)	None.
(h)	None.