

Cooper-Standard Holdings Inc.  
 Form 4  
 February 22, 2017

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Stephenson Keith Dwayne

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)  
 39550 ORCHARD HILL PLACE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/21/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP and COO

NOVI, MI 48375  
 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	02/21/2017		M	48,000 A \$ 25.52	81,972	D	
Common stock	02/21/2017		F	27,550 D \$ 118.1	54,422	D	
Common stock	02/21/2017		M	7,569 A \$ 25.52	61,991	D	
Common stock	02/21/2017		F	4,377 D \$ 118.1	57,614	D	
Common stock	02/21/2017		M	13,000 A \$ 46.75	70,614	D	

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Common stock	02/21/2017	F	8,775	D	\$ 118.1	61,839	D
Common stock	02/21/2017	M	17,700	A	\$ 45	79,539	D
Common stock	02/21/2017	F	11,806	D	\$ 118.1	67,733	D
Common stock	02/21/2017	M	21,900	A	\$ 38.74	89,633	D
Common stock	02/21/2017	F	13,983	D	\$ 118.1	75,650	D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options (right to buy) <sup>(1)</sup>	\$ 25.52	02/21/2017		M	48,000	05/27/2012	05/27/2020	Common stock	48,000
Employee stock options (right to buy) <sup>(2)</sup>	\$ 25.52	02/21/2017		M	7,569	05/27/2012 <sup>(3)</sup>	05/27/2020	Common stock	7,569
Employee stock options (right to buy) <sup>(4)</sup>	\$ 46.75	02/21/2017		M	13,000	03/15/2014	03/15/2021	Common stock	13,000
	\$ 45	02/21/2017		M	17,700	03/09/2015	03/09/2022		17,700

Stock Options <sup>(5)</sup>								Common stock	
Stock Options <sup>(6)</sup>	\$ 38.74	02/21/2017	M	21,900	05/09/2016	05/09/2023		Common stock	21,9

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stephenson Keith Dwayne 39550 ORCHARD HILL PLACE NOVI, MI 48375			Executive VP and COO	

## Signatures

/s/ Kristan L. Miller, on behalf of Keith D. Stephenson under Power of Attorney 02/22/2017

\_\_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) These restricted stock options were granted to the reporting person on May 27, 2010, under the 2010 Cooper-Standard Holdings Inc. Management Incentive Plan.
- (2) These restricted stock options in respect of warrants were granted to the reporting person on May 27, 2010, under the 2010 Cooper-Standard Holdings Inc. Management Incentive Plan.
- (3) Assuming continued employment, one-fourth of the restricted options in respect of warrants shall vest (i) on each of the first four (4) anniversary dates of the date of grant and (ii) upon the exercise of certain outstanding warrants that have been issued in respect of the Company's common stock. The number of options that will vest under clause (ii) will be based on a formula that is tied to the percentage of warrants that are exercised.
- (4) These employee stock options were granted to the reporting person on March 15, 2011, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan ("2011 Omnibus Incentive Plan").
- (5) These restricted stock options (right to buy) were granted to the reporting person on March 9, 2012, under the 2011 Omnibus Incentive Plan.
- (6) These restricted stock options (right to buy) were granted to the reporting person on February 15, 2013, under the 2011 Omnibus Incentive Plan.

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.