COOPER COMPANIES INC
Form 4
June 15, 2016

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Matz Gregory W

(Last) (First) (Middle)

6140 STONERIDGE MALL ROAD, 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)
06/13/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, CFO & CRO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	06/13/2016		M		3,750	A	$ 38.89	18,873	D	
Common Stock	06/13/2016		M		6,186	A	$ 95.74	25,059	D	
Common Stock	06/13/2016		M		1,000	A	$ 119.89	26,059	D	
Common Stock	06/13/2016		S		2,264 (1)	D	$ 162.8198 (2)	23,795	D	
Common Stock	06/13/2016		S		8,372 (1)	D	$ 163.4497	15,423	D	

Common Stock	06/13/2016		S	300 (1)	D	$ 164.32 (3) (4)	15,123	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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	$ 38.89	06/13/2016		M			3,750	(5)	05/02/2020	Common Stock	3,750	
Employee Stock Option (Right to Buy)	$ 95.74	06/13/2016		M			6,186	(6)	12/11/2022	Common Stock	6,186	
Employee Stock Option (Right to Buy)	$ 119.89	06/13/2016		M			1,000	(7)	12/10/2023	Common Stock	1,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Matz Gregory W 6140 STONERIDGE MALL ROAD, SUITE 590			SVP, CFO & CRO	

PLEASANTON, CA 94588

Signatures

/s/ Gregory W. Matz	06/14/2016
**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) Sold pursuant to a 10b5-1 plan adopted 7/14/14.

(2) Sale price represents an average sale price between $162.02 and $163.00

(3) Sale price represents an average sale price between $163.05 and $164.04.

(4) Sale price represents an average sale price between $164.22 and $164.45.

(5) 5/3/2010 NQ Grant: The options will vest in equal increments over four years measured from the date of grant as follows: 1/4 shall vest on 5/3/2011; 1/4 shall vest on 5/3/2012; 1/4 shall vest on 5/3/2013; and 1/4 shall vest on 5/3/2014.

(6) 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.

(7) 12/11/13 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 12/11/14; 1/5 shall vest on 12/11/15; 1/5 shall vest on 12/11/16; 1/5 shall vest on 12/11/17; and 1/5 shall vest on 12/11/18.

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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