

COOPER COMPANIES INC  
 Form 4  
 March 12, 2015

**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 \*  
**ZINBERG STANLEY MD**

(Last) (First) (Middle)

6140 STONERIDGE MALL DR.,  
 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)  
**03/12/2015**

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)

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)
Common Stock	03/12/2015		G	V 816 D \$ 0 0		D	
Common Stock	03/12/2015		G	V 816 A \$ 0 10,724		I	Stanley Zinberg Revocable Trust DTD 2/5/2015
Common Stock					0	I	Stanley Zinberg Family Foundation, Inc.

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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 Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Non-employee Director Stock Option (Right to Buy)	\$ 17.09	03/12/2015		G	V		10,000	<u>(1)</u>	11/02/2018	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 17.09	03/12/2015		G	V		10,000	<u>(1)</u>	11/02/2018	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 13.08	03/12/2015		G	V		10,000	12/11/2009	12/10/2018	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 13.08	03/12/2015		G	V		10,000	12/11/2009	12/10/2018	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 49.57	03/12/2015		G	V		6,500	11/01/2011	10/31/2020	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 49.57	03/12/2015		G	V		6,500	11/01/2011	10/31/2020	Common Stock
Non-employee Director Stock	\$ 66.8	03/12/2015		G	V		6,500	11/01/2012	10/31/2021	Common Stock

Option (Right to Buy)

Non-employee Director Stock Option (Right to Buy)	\$ 66.8	03/12/2015	G	V	6,500	11/01/2012	10/31/2021	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 128.35	03/12/2015	G	V	3,227	11/01/2014	10/31/2023	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 128.35	03/12/2015	G	V	3,227	11/01/2014	10/31/2023	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 162.69	03/12/2015	G	V	2,782	11/03/2015	11/02/2024	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 162.69	03/12/2015	G	V	2,782	11/03/2015	11/02/2024	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 98.45	03/12/2015	G	V	4,500	11/01/2013	10/31/2022	Common Stock
Non-employee Director Stock Option (Right to Buy)	\$ 98.45	03/12/2015	G	V	4,500	11/01/2013	10/31/2022	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZINBERG STANLEY MD 6140 STONERIDGE MALL DR., SUITE 590 PLEASANTON, CA 94588	X			

## Signatures

/s/ Stanley  
Zinberg, MD

03/12/2015

\_\_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) NED Grant Date 11/3/08 Date Exer.: Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$18.80 or on November 3, 2013, which ever is earliest.

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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