COOPER COMPANIES INC

Form 4 January 10, 2014

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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PICHOTTA NICHOLAS J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			COOPER COMPANIES INC [COO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
6140 STONERIDGE MALL			01/08/2014	_X_ Officer (give title Other (specify		
DRIVE, SUITE 590				below) below) Pres, CEO Cooper Medical, Inc.		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
PLEASANTON, CA 94588				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned		

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)))	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/08/2014		M	2,475	A	(1)	9,938	D	
Common Stock	01/08/2014		F	886 (2)	D	\$0	9,052	D	
Common Stock	01/08/2014		M	1,956	A	<u>(1)</u>	11,008	D	
Common Stock	01/08/2014		F	666 (2)	D	\$ 0	10,342	D	
Common Stock	01/08/2014		M	539	A	<u>(1)</u>	10,881	D	

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Common 01/08/2014 F 184 (2) D \$ 0 10,697 D Stock

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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and L Underlying S (Instr. 3 and	Securities	8. P. Derri Sect (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	01/08/2014		M	2,475	(3)	<u>(4)</u>	Common Stock	2,475	
Restricted Stock Units	\$ 0 (1)	01/08/2014		M	1,956	<u>(5)</u>	<u>(4)</u>	Common Stock	1,956	
Restricted Stock Units	\$ 0 (1)	01/08/2014		M	539	<u>(6)</u>	<u>(4)</u>	Common Stock	539	

Relationships

Reporting Owners

Reporting Owner Name / Address								
	Director	10% Owner	Officer	Other				
PICHOTTA NICHOLAS J 6140 STONERIDGE MALL DRIVE SUITE 590 PLEASANTON, CA 94588			Pres, CEO Cooper Medical, Inc.					

Signatures

/s/ Nicholas J. 01/09/2014 Pichotta

Reporting Owners 2 **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) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (2) 1/8/14 RSU Release: Shares withheld to cover applicable tax obligations. A FMV (closing price of the Company's common stock on 1/8/14) of \$124.07 was used.
- (3) Grant Date 11/29/10 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/12, 1/8/13, 1/8/14 and 1/8/15.
- (4) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (5) Grant Date 12/14/11 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/13, 1/8/14, 1/8/15 and 1/8/16.
- (6) Grant Date 12/12/12 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/14, 1/8/15, 1/8/16, 1/8/17 and 1/8/18.

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.

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