COOPER COMPANIES INC

Form 4 March 27, 2013

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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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

1(b).

03/27/2013

Stock

(Print or Type F	Responses)									
PICHOTTA	ddress of Reportin		Symbol COOPE	r Name and	ANIES			5. Relationship of Issuer (Check	f Reporting Pers	
(Last) 6140 STON DRIVE, SU	(First) ERIDGE MAL ITE 590	(Middle)	3. Date of (Month/E) 03/27/2	•	ansaction			DirectorX Officer (give below) Pres, CEO		Owner er (specify
PLEASANT	(Street)	8		ndment, Da nth/Day/Year	_	1		6. Individual or Jo Applicable Line) _X_ Form filed by Normal Person		rson
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	03/27/2013			M M	4,125	A	\$ 13.21	17,851	D	
Common Stock	03/27/2013			S	4,125	D	\$ 105.5	13,726	D	
Common Stock	03/27/2013			M	6,600	A	\$ 13.1	20,326	D	
Common Stock	03/27/2013			S	6,600	D	\$ 105.5	13,726	D	
Common	03/27/2013			S	4 363	D	\$	9 363	D	

S

4,363

9,363

D

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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)

> 8. I De Sec (In

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. Transactio Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities	8 I S ((
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 13.21	03/27/2013		M	4,125	<u>(1)</u>	12/09/2018	Common Stock	4,125	
Stock Options (Right to Buy)	\$ 13.1	03/27/2013		M	6,600	(2)	12/10/2018	Common Stock	6,600	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	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. Pichotta	03/27/2013	
**Signature of Reporting Person	Date	

Reporting Owners 2

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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) 12/10/08 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 12/10/09; 1/4 shall vest on 12/10/10; 1/4 shall vest on 12/10/11; and 1/4 shall vest on 12/10/12.
- (2) 12/11/08 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 12/11/109; 1/5 shall vest on 12/11/11; 1/5 shall vest on 12/11/12; and 1/5 shall vest on 12/11/13.

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.