

COOPER COMPANIES INC  
Form 4  
December 23, 2014

**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 \*  
McBride Daniel G

2. Issuer Name and Ticker or Trading Symbol  
COOPER COMPANIES INC [COO]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
THE COOPER COMPANIES,  
INC., 6140 STONERIDGE MALL  
ROAD, SUITE 590  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/22/2014

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, COO & Pres-CooperVision

PLEASANTON, CA 94588

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

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/22/2014		M		10,000	A	\$ 80.51 26,244 D
Common Stock	12/22/2014		S		10,000	D	\$ 162.9557 16,244 D
Common Stock	12/22/2014		M		12,500	A	\$ 67.65 28,744 D
Common Stock	12/22/2014		S		12,500	D	\$ 162.9557 16,244 D

Common Stock 2,120 I 401(k) Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 80.51	12/22/2014		M	10,000	<sup>(2)</sup> 02/21/2015	Common Stock	10,000
Stock Options (Right to Buy)	\$ 67.65	12/22/2014		M	12,500	<sup>(3)</sup> 10/26/2015	Common Stock	12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McBride Daniel G THE COOPER COMPANIES, INC. 6140 STONERIDGE MALL ROAD, SUITE 590 PLEASANTON, CA 94588			EVP, COO & Pres-CooperVision	

## Signatures

/s/ Daniel G. McBride 12/23/2014

\*\*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) Sale price represents an average of the selling prices between \$162.55 and \$163.35.

The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$90.17, but not earlier than 8/22/05; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$96.61, but not earlier than 8/23/06; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$104.66 but not earlier than 8/22/07; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$112.71 but not earlier than 8/22/08. All options not otherwise vesting pursuant to the above timetable shall become exercisable on February 22, 2010.

The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$75.77, but not earlier than 5/1/06; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$81.18, but not earlier than 5/1/07; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$87.95 but not earlier than 5/1/08; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$94.71 but not earlier than 5/1/09. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 26, 2010.

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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